

Annual Report
2017-18

Chemiesynth (Vapi) Limited

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Corporate Information

Board of Director:

MR. SATISH BHOGILAL ZAVERI	- Non Independent Non Executive Director
MR. SANDIP SATISHBHAI ZAVERI	- Managing Director
MR. BHANURAI NAGINDAS MEHTA	- Non Independent Non Executive Director
MR. PRAMOD GOPALDAS GUJARATHI	- Additional Independent Director
Mrs.ZARNA NILESH SHAH	- Additional Woman Independent Director

Auditors:

M/s. Milin J. Jani & Co.,
Chartered Accountant, Vapi.

Secretarial Auditors:

M/s. SAMATA SARAF,
Company Sectetaries, Mumbai

Registered Office:

CIN: L24110GJ1986PLC008634
Plot No. 27, GIDC, Vapi
Dist. Valsad, Gujarat – 396 195.

Audit Committee:

Ms. Zarna N. Shah	- Chairman
Mr. Pramod G. Gujarathi	- Member
Mr. Sandip Zaveri	- Member

Registrar & Share Transfer Agent:

Purva Sharegistry (India) Pvt. Ltd.
Unit no. 9, Shiv Shakti Ind. Estt.
J .R. Boricha marg,
Opp. Kasturba Hospital Lane
Lower Parel (E), Mumbai 400 011

Nomination & Remuneration Committee:

Mr. Pramod G. Gujarathi	- Chairman
Mr. Zarna N. Shah	- Member
Mr. Bhanurai Mehta	- Member

Book Closure:

Date:22/09/2018 to 28/09/2018
Both days inclusive)

32nd Annual General Meeting:

Day : Friday
Date : 28th September, 2018
Venue : Plot No. 27, GIDC, Vapi
Dist. Valsad – 396 195
Time : 11:30 AM

Chief Financial Officer:

Mr. Parimal A. Desai

Website:

www.chemiesynth.com

Company Secretary & Compliance Officer:

Mr. Shinil U. Nambrath

CIN:

L24110GJ1986PLC008634

CHEMIESYNTH (VAPI) LIMITED

Plot No. 27, GIDC, Vapi, Dist. Valsad, Gujarat - 396195
CIN: L24110GJ1986PLC008634

: Notice :

Notice is hereby given that the 32nd Annual General Meeting of the Members of **CHEMIESYNTH (VAPI) LIMITED** will be held on Friday, 28th September 2018 at 11:30 AM at the Registered Office of the Company at Plot No. 27, GIDC, Vapi, Dist. Valsad, Gujarat – 396 195 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

2. To appoint a director in place of Mr. Bhanurai N Mehta (DIN: 00158885), liable to retire by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment and to pass the following resolution as **ordinary resolution:**

   "RESOLVED THAT pursuant to the provisions of section 152(6) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Bhanurai N Mehta (DIN: 00158885) be and is hereby appointed as director of the company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Appointment of Independent Director- MS. ZARNA NILESH SHAH:

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

"RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or re-enactment thereof for time being inforce), Ms. Zarna Nilesh Shah (DIN: 08182313), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from August 08, 2018 and who holds office till the date of the AGM, and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013 signifying his intention to propose Ms. Zarna Nilesh Shah (DIN: 08182313) as a candidate for the office of a director of the Company be and is hereby appointed as an Independent Woman Director of the Company for a term of five years ending on August 07, 2023, not liable to retire by rotation."

4. Appointment of Independent Director- MR. PRAMOD GOPALDAS GUJARATHI:

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

"RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or re-enactment thereof for time being inforce), Mr. Pramod Gopaldas Gujarathi

(DIN: 00418958), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from May 30, 2018 and who holds office till the date of the AGM, and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013 signifying his intention to propose Mr. Pramod Gopaldas Gujarathi (DIN: 00418958) as a candidate for the office of a director of the Company be and is hereby appointed as an Independent Director of the Company for a term of five years ending on May 29, 2023, not liable to retire by rotation."

5. Appointment of Non Executive Director – MR. RUSHABH SURESH MEHTA:

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

"RESOLVED THAT, pursuant to Section152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or re-enactment thereof for time being inforce), Mr. Rushabh Suresh Mehta (DIN: 00784327) be and is hereby appointed a Non Executive Director of the Company, liable to retire by rotation, and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013 signifying his intention to propose Mr. Rushabh Suresh Mehta (DIN: 00784327) as a candidate for the office of a Non Executive director of the Company be and is hereby appointed as an Non Executive Director of the Company for a term of five years ending on 27th September, 2023,"

For and on behalf of the Board of Directors

Place: Vapi
Date: 24th August, 2018

Mr. Sandip S. Zaveri, **Managing Director**
DIN: 00158876

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a 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 a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 10.00 a.m. and 4.00 p.m. up to the date of the Meeting.

6. Brief resume of all Directors including those proposed to be appointed or re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se are annexed as Annexure A.

7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

8. The Register of Members and Share Transfer Books will remain closed from 22nd September, 2018 to 28th September, 2018 (Both days inclusive).

9. The Shareholders are requested to immediately inform the Company's registrars and share transfer agent viz. Purva Share registry P Ltd, regarding changes, if any in their registered address with the PIN Code number.

10. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at http://www.chemiesynth.com.

11. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.

12. E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 32nd Annual General Meeting (AGM) which includes remote e-voting. The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. Shareholders have also an option to indicate their manner of voting by proxy. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means. **The remote e-voting period starts on Tuesday, 25th September, 2018 at 11.00 a.m. and ends on Thursday, 27th September, 2018 at 5.00 p.m.**

Ms. Samata Saraf, Proprietor of Samata Saraf, Company Secretaries, A, 302, Anmol Towers, S.V. Road, Goregaon (West), Mumbai - 62 who had consented to act as the Scrutinizer, was appointed by the Board of Directors as the Scrutiniser to scrutinize the voting process (electronically or otherwise) for the 32nd Annual General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.

The procedure with respect to e-voting is provided below:

A) In case of Members receiving notice by e-mail from NSDL:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to samata_saraf@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

B) In case of Members receiving Notice of Annual General Meeting by post:

a. Initial password is provided on Attendance Slip for the AGM.

b. Please follow all steps from Sl. No. (ii) to Sl. No.(xi) mentioned in (A) above, to cast your vote.

Other Instructions for e-Voting:

I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of **21st September, 2018**, may obtain their user ID and password for e-voting from Company's Registrar & Transfer Agents, Purva Sharegistry (I) Pvt Ltd, 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg,

Lower Parel (E), Mumbai, 400011 (Telephone: 022 - 23018261 / 23012518, Fax: 23012517) or NSDL (Phone +91 22 2499 4600).

II. The remote e-voting period starts on Tuesday, 25th September, 2018 at 11.00 a.m. and ends on Thursday, 27th September, 2018 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date of 21st September, 2018**, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Thursday, 27th September, 2018. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

III. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at www.evoting.nsdl.com.

IV. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.

V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot form. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

VI. The Results of the e-voting will be declared not later than two days of conclusion of the AGM i.e. Sunday, 30th September, 2018. The declared results along with the Scrutinizer's Report will be available on the Company's website at http://www.chemiesynth.com and on the website of NSDL at www.evoting.nsdl.com and will also be forwarded to the Bombay Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

13. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date i.e. 21st September, 2018.

14. **Members, who do not have access to e-voting facility, may cast their vote by sending duly signed ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS.**
    ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS is annexed to this Annual Report.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 (2) OF THE COMPANIES ACT, 2013

Item No.2

Mr. Bhanurai N Mehta (DIN: 00158885), is a director liable to retire by rotation. In term of section 152(6) of the Companies Act, 2013, Mr. Bhanurai N Mehta (DIN: 00158885) shall retire at the forthcoming Annual General Meeting and being eligible offers himself for reappointment. Accordingly, the Board recommends his re-appointment.

He has more than 42 years experience in insurance industry as Surveyor and investor. His views and suggestions are quite helpful in the business activities and decision making in the company.

Item No. 3:

Chemiesynth (Vapi) Limited, being public listed entity, requires to appoint Independent Directors and Woman director on board of the company as per the Companies Act, 2013 and as per the listing agreement, who are not liable to retire by rotation. The company has appointed Ms. Zarna Nilesh Shah as an additional independent non executive director in board meeting dated August 08, 2018.

Ms. Zarna Nilesh Shah, additional independent non-executive woman director of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Woman Director and she is independent of the management.

She is Chartered Accountact and having depth knowledge of financial statements and laws. Her expertise in accounting field and her knowledge in regulatory area will help the board to take sound decision.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during 10.00 a.m. and 4.00 p.m. on any working day, excluding Saturday and Sunday, up to the date of the meeting.

Item No. 4:

Chemiesynth (Vapi) Limited, being public listed entity, requires to appoint Independent Directors on board of the company as per the Companies Act, 2013 and as per the listing agreement, who are not liable to retire by rotation. The company has appointed Mr. Pramod Gopaldas Gujarathi as an additional independent non executive director in board meeting dated May 30, 2018.

Mr. Pramod Gopaldas Gujarathi, additional independent non-executive director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Qualification:

B. Tech. (Chemical Engineering) IIT, Bombay (1976).
Post Graduate Diploma in Management Studies, Bombay University (1984).
Consistent high academic record in school and college and National Scholarship Holder.

Work Experience :

Over 40 Years of work experience in Chemical Industry which includes :