



**Annual Report  
2019-20**

**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. RUSHABH SURESH MEHTA	- Non Independent Non Executive Director
MR. PRAMOD GOPALDAS GUJARATHI	- Independent Director
MRS.ZARNA NILESH SHAH	- Woman Independent Director

### **Auditors:**

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

### **Secretarial Auditors:**

Mr. Nitin Sarfare,  
Company Secretaries, 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 Shareregistry (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

### **34th Annual General Meeting:**

Day : Wednesday  
Date : 30th September, 2020  
Venue : Plot No. 27, GIDC, Vapi  
Dist. Valsad – 396 195  
Time : 11:30 AM

### **Book Closure:**

Date: 24/09/2020 to 30/09/2020  
Both days inclusive

### **Company Secretary &**

#### **Compliance Officer:**

Mr. Shinil U. Nambrath

#### **Bankers:**

Bank of Barod  
Vapi, Industrial Branch

### **Chief Financial Officer:**

Mr. Parimal A. Desai

### **Website:**

[www.chemiesynth.com](http://www.chemiesynth.com)

### **CIN:**

L24110GJ1986PLC008634

### **Share Registrar & Transfer agent**

Purva Shareregistry (India) Pvt Ltd  
Lower Parel- Mumbai

**CHEMIESYNTH (VAPI) LIMITED**  
**Plot No. 27, GIDC, Vapi, Dist. Valsad, Gujarat - 396195**  
**CIN: L24110GJ1986PLC008634**



**: Notice :**

Notice is hereby given that the 34th Annual General Meeting of the Members of **CHEMIESYNTH (VAPI) LIMITED** will be held on Wednesday, 30th September 2020 at 11:30 AM at the Registered Office of the Company at Plot No. 27, GIDC, Vapi, Dist. Valsad, Gujarat – 396195 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, 2020, including the audited Balance Sheet as at March 31, 2020, 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. Bhanuraj 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. Bhanuraj N Mehta (DIN: 00158885) be and is hereby appointed as director of the company, liable to retire by rotation."

**For and on behalf of the Board of Directors**

**Place:** Vapi

**Date:** 31st August, 2020

**Mr. Sandip S. Zaveri, Managing Director**

**DIN: 00158876**

**NOTES:**

1. 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.
2. 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.
3. 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.
4. 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.

5. 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.
6. 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.
7. The Register of Members and Share Transfer Books will remain closed from 24th September, 2020 to 30th September, 2020 (Both days inclusive).
8. 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.
9. 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>.
10. 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.

#### **11. 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 34th 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 Sunday, 27th September, 2020 at 11.00 a.m. and ends on Tuesday, 29th September, 2020 at 5.00 p.m.

Mr. Nitin Sarfare, Proprietor of Nitin Sarfare & Associates, Company Secretaries, C-502, Raylon Arcade, Ram Krishna Mandir Road, Andheri (East), Mumbai – 400 059, 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 34th 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:

#### **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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 use 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [1234.nitin@gmail.com](mailto:1234.nitin@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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 **23rd September, 2020**, may obtain their user ID and password for e-voting from Company's Registrar & Transfer Agents, Purva Shareregistry (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 Sunday, 27th September, 2020 at 11.00 a.m. and ends on Tuesday, 29th September, 2020 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 23rd September, 2020**, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Tuesday, 29<sup>th</sup> September, 2020. 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](http://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. Friday, 2nd October, 2020. 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](http://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.

12. 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. 23rd September, 2020.

**13. 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.

## **DETAILS OF THE DIRECTOR LIABLE TO RETIRE BY ROTATION AND ELIGIBLE FOR REAPPOINTMENT:**

### **Item No.2**

Mr. Bhanuraj N Mehta (DIN: 00158885) is a director liable to retire by rotation. In term of section 152(6) of the Companies Act, 2013, Mr. Bhanuraj 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. Other details are annexed with the board report as "Annexure A"

Except Mr. Bhanuraj N Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board of Directors recommends the resolution for the approval of the shareholders.

**For and on behalf of the Board of Directors**

**Place:** Vapi

**Date:** 31<sup>st</sup> August 2020

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

## **DIRECTORS' REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2020**

**Dear Shareholders,**

Your Directors present the 34th Annual Report and Audited Financial Statements of the company for the year ended 31st March, 2020.

### **FINANCIAL RESULTS**

During the year under review, the financial results on the operations of the Company are as under:

**(Amount in Rupees)**

<b>Particulars:</b>	<b>Current Year (2019-20)</b>	<b>Previous Year (2018-19)</b>
<b>Gross Income</b>	<b>146,804,455</b>	<b>112,587,543</b>
<b>Profit /(Loss) before Depreciation</b>	<b>21,275,571</b>	<b>19,130,610</b>
<b>Less : Depreciation</b>	<b>(5,491,794)</b>	<b>(4,568,855)</b>
<b>Profit (Loss) before Tax</b>	<b>15,783,777</b>	<b>14,561,755</b>
<b>Less Provision for Tax : Current Tax</b>	<b>27,15,000</b>	<b>28,25,000</b>
<b>: Deferred Tax</b>	<b>-----</b>	<b>-----</b>
<b>Profit (Loss) for the year</b>	<b>13,068,777</b>	<b>11,736,755</b>

### **OPERATIONS/STATE OF COMPANY'S AFFAIRS**

#### **i. Total Income**

Your Company's Total Income during the year under review was Rs. 146,804,455/- as compared to Rs. 112,587,543/- in the Previous Year.

#### **ii. Profits**

Profit before Tax for the year 2019-20 was Rs. 15,783,777/- against Rs. 14,561,755/- in the previous year. Profit after Tax for the year 2019-20 stood at Rs. 13,068,777/- as against Rs. 11,736,755/- in the previous year.

### **SHARE CAPITAL**

The paid-up Equity Share Capital of the Company as on March 31, 2020 was Rs. 3.07 crore comprising of 30,70,000 equity shares of 10 each. During the year under review, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity. The Company has paid Listing Fees for the Financial Year 2020-21, to Bombay Stock Exchanges, where its equity shares are listed.

### **MATERIAL CHANGES AND COMMITMENT- IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR TILL DATE OF THIS REPORT:**

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Report, except for the impact arising out of COVID-19, which is detailed elsewhere in this Report.

### **COVID-19 AND ITS IMPACT**

The Directors have been closely reviewing with the Management, the impact of COVID-19 on the Company. Your Company had to temporarily suspend operations at its plants and locations as per the directives of the Government and keeping in mind the paramount need of safety of the employees. The operations, though in a scaled down manner, have since commenced after obtaining permissions from the authorities concerned and all safety measures including social distancing are being followed. The dispatches to customers have also recommenced. The Management is in constant touch with its customers on the evolving situation and are making all efforts to service their requirements with minimal delays. The situation created by Covid-19 continues to hold some uncertainties for the future; however, the Board and