

**CHEMO PHARMA  
LABORATORIES LIMITED**

**78<sup>TH</sup> ANNUAL REPORT  
2019-2020**

**BOARD OF DIRECTORS**

SHRI. SHREENIWAS SOMANI  
SHRI. ASHOK SOMANI  
SMT. SHANTA SOMANI (Re-appointed w.e.f.  
27/08/2019)  
SHRI. BALKISHAN LOHIA (Re-appointed w.e.f.  
27/08/2019)  
SHRI. TOBY ANTONY  
SHRI. MATHURA PRASAD SHARMA (Re-appointed  
w.e.f. 27/08/2019)

**CHIEF EXECUTIVE OFFICER**

SHRI. SHREENIWAS SOMANI

**CHIEF FINANCIAL OFFICER**

SHRI. ASHOK SOMANI

**COMPANY SECRETARY  
& COMPLIANCE OFFICER**

SMT. NEHA VORA

**BANKERS**

KOTAK MAHINDRA BANK LTD., MUMBAI  
AXIS BANK LTD., MUMBAI  
UNION BANK OF INDIA, MUMBAI

**STATUTORY AUDITORS**

**M/S. VMD&CO.,**  
CHARTERED ACCOUNTANTS,  
MUMBAI

**INTERNAL AUDITOR**

**M/S. SARDA SONI & ASSOCIATES LLP,**  
CHARTERED ACCOUNTANTS, MUMBAI

**SECRETARIAL AUDITOR**

**M/s. S. K. JAIN &CO.**  
PRACTICING COMPANY SECRETERIES

**REGISTERED OFFICE**

5, KUMUD APARTMENT CHS. LTD.,  
KARNIK ROAD, CHIKAN GHAR,  
KALYAN, DIST. THANE -421301

**CORPORATE OFFICE**

EMPIRE HOUSE, 3<sup>RD</sup> FLOOR,  
214, DR. D. N. ROAD,  
FORT, MUMBAI – 400001

**REGISTRAR  
AND SHARE TRANSFER AGENTS  
LIMITED****PURVA SHAREGISTRY (INDIA) PRIVATE**

UNIT NO. 9, SHIV SHAKTI IND. ESTATE,  
J.R. BORICHA MARG, LOWER PAREL (E),  
MUMBAI-400011  
E-MAIL ID–[support@purvashare.com](mailto:support@purvashare.com)

**WEBSITE:** [www.thechemopharmalaboratoriesltd.com](http://www.thechemopharmalaboratoriesltd.com)  
**E-MAIL ID:** [chemopharmalab@gmail.com](mailto:chemopharmalab@gmail.com)

**CHEMO PHARMA LABORATORIES LIMITED**

CIN No.-L99999MH1942PLC003556

Registered Office: 5-Kumud Apartment Co. op. Hsg. Soc. Ltd., Karnik Road,  
ChikanGhar, Kalyan, Dist. Thane- 421301

Tel No. – (022) 22078381/22078382

Website: [www.thechemopharmalaboratoriesltd.com](http://www.thechemopharmalaboratoriesltd.com)

Email Id: chemopharmalab@gmail.com

**NOTICE CONVENING ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **SEVENTY EIGHT ANNUAL GENERAL MEETING** of the Shareholders of **CHEMO PHARMA LABORATORIES LIMITED** will be held through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) on **Tuesday, 29<sup>th</sup> September, 2020 at 04:00p.m.** to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Shreeniwas Somani (DIN -00077939), who retires by rotation and being eligible, offers himself for re-appointment.

**Notes:**

1. The Company’s Statutory Auditors, M/s. VMD & Co., were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on 30<sup>th</sup> August, 2016 on remuneration to be determined by the Board of Directors. Their appointment was subject to ratification by the Members at every subsequent Annual General Meeting held after the AGM held on 30<sup>th</sup> August, 2016. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 07<sup>th</sup> May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification of the Members for continuance of their appointment at this Annual General Meeting is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing(VC)/ Otheraudiovisualmeans(OAVM)anddispensedpersonalpresentofthemembers at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No.

14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 78<sup>th</sup> Annual General Meeting (AGM) of the members be held through video conferencing (VC) / Other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (**Annexure-A**) and is also available at the website of the Company i.e. [www.thechemopharmalaboratoriesltd.com](http://www.thechemopharmalaboratoriesltd.com)

3. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is (022) 22078381/82.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited. Members can login and join prior to the schedule time of meeting and window. Participation is restricted upto 1000 members only.
6. Members can raise questions in the chat box which is going to be provided during the meeting. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
7. Relevant documents referred to in the accompanying Notice can be obtained by writing to the Company Secretary of the Company.
8. In respect of Resolutions bearing item no. 2, a Statement giving additional information on the Directors seeking appointment/re-appointment is annexed herewith as required as under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. Corporate / Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company/Registrar and Share Transfer agent at e-mail id: [support@purvashare.com](mailto:support@purvashare.com) / [chemopharmalab@gmail.com](mailto:chemopharmalab@gmail.com)
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. The Company has notified closure of Register of Members and Share Transfer Books from 24<sup>th</sup> September, 2020 to 29<sup>th</sup> September, 2020 (both days inclusive).

12. Members holding shares in electronic form are requested to intimate immediately any change in their address or to their Depository Participants with whom they are maintaining their DEMAT Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Purva Shareregistry (India) Private Limited.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT Accounts. Members holding shares in physical form can submit their PAN to the Company / Purva Shareregistry (India) Private Limited.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Purva Shareregistry (India) Private Limited for consolidation into a single folio.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address on the website of the Registrar and Share Transfer Agent of the Company i.e. Purva Shareregistry (India) Private Limited for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's Website by accessing the icon of Companies Act, 2013 Compliance. Members holding shares in physical form should file their Nomination Form with the Company whilst the Members holding shares in dematerialized form should file their Nomination Form with their DP.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent i.e. Purva Shareregistry(India) Private Limited for assistance in this regard.

18. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.thechemopharmalaboratoriesltd.com](http://www.thechemopharmalaboratoriesltd.com) and on the website of the BSE Limited.
19. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical/Demat) who have not registered their email addresses with the Company can get the same registered by visiting the website of Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent of the Company.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [chemopharmalab@gmail.com](mailto:chemopharmalab@gmail.com)
21. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

**GENERAL INFORMATION:**

1. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 22<sup>nd</sup> September, 2020, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting(remote e-voting). The remote e-voting period will commence at 9:00 a.m. Hours (IST) on Saturday, 26<sup>th</sup> September, 2020 and will end at 05:00 p.m. Hours (IST) on Monday, 28<sup>th</sup> September, 2020. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM (Refer **Annexure-A** for detailed procedure to vote through e-voting). The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given in **Annexure-A**. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e- voting for the resolutions are requested to mail to either [helpdesk.evotingindia@cdsl.com](mailto:helpdesk.evotingindia@cdsl.com) or [support@purvashare.com](mailto:support@purvashare.com).

2. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
3. The Remote E-Voting Period will commence on Saturday, 26<sup>th</sup> September, 2020 at 09:00 a.m. and will end on Monday, 28<sup>th</sup> September, 2020 at 05:00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Tuesday, 22<sup>nd</sup> September, 2020, may cast their vote by Remote E-Voting. The Remote E-Voting module will be disabled by CDSL for the voting thereafter.

The voting rights of Members shall be in proportion of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> September, 2020.

Only those Members whose names are recorded in the Register of Members of the Company as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure date as aforesaid but has ceased to be a Member on the cut-off date, he/she shall not be entitled to vote. Such person should treat this notice for information purpose only.

4. CS Hemant Shetye, Practicing Company Secretary (Partner of HS Associates), has been appointed as the Scrutinizer for overseeing the voting through Remote-E-voting and E-Voting in a fair and transparent manner.
5. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.thechemopharmalaboratoriesltd.com](http://www.thechemopharmalaboratoriesltd.com) and on the website of CDSL i.e. <https://www.evotingindia.com> after the declaration of result by the Chairman or a person authorized by him in his behalf. The Results shall be uploaded on the BSE Listing Portal.
6. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. Tuesday, 29<sup>th</sup> September, 2020.
7. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to [hs@hsassociates.net](mailto:hs@hsassociates.net) with a copy marked to [chemopharmalab@gmail.com](mailto:chemopharmalab@gmail.com)

**PROCESS FOR MEMBERS OPTING FOR REMOTE E-VOTING**

In Compliance with provisions of Amendment Rules, 2015 and Regulation 44(1) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company will be providing Members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("Remote E-Voting") will be provided by Central Depository Services Limited (CDSL). The detailed procedure to be followed in this regard has been given in **Annexure A** to the notice. The Members are requested to go through them carefully.

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR CHEMO PHARMA LABORATORIES LIMITED**

**Sd/-  
ASHOK SOMANI  
DIRECTOR & CFO  
(DIN- 03063364)**

**Place: Mumbai**

**Date :18<sup>th</sup> August, 2020**



## ANNEXURE TO THE ITEM NO. 2 OF NOTICE

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Sr. No.</b>	<b>1</b>
<b>Name of the Director</b>	<b>Shri. Shreeniwas Somani</b>
<b>Director Identification Number</b>	00077939
<b>Date of Birth</b>	19-01-1936
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	05-03-2018
<b>Shareholding in the Company</b>	48781(3.00%)
<b>List of Directorships held in other Companies(excluding foreign, private, and Section 8 Company)</b>	1. M/s. Citric India Limited
<b>Memberships/Chairmanships of Audit Committee Stakeholders Relationship Committee</b>	Nil

**ANNEXURE-A TO THE NOTICE****INSTRUCTIONS FOR SHAREHOLDERS PERTAINING TO VOTING THROUGH ELECTRONIC MEANS****A. INSTRUCTIONS FOR SHAREHOLDERS OPTING FOR VOTING THROUGH REMOTE E-VOTING**

- (i) The Remote E-Voting period begins on Saturday, 26<sup>th</sup> September, 2020 at 09:00 a.m. and will end on Monday, 28<sup>th</sup> September, 2020 at 05:00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or in Dematerialized Form, as on the cut-off date (record date) of Tuesday, 22<sup>nd</sup> September, 2020, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the E-Voting Website - [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.
- (v) Now Enter your User ID -
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT FORM and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below: