

CHEMO PHARMA LABORATORIES LIMITED

**79TH ANNUAL REPORT
2020-2021**

BOARD OF DIRECTORS

SHRI. SHREENIWAS SOMANI
(Ceased w.e.f. 10/11/2020)
SHRI. ASHOK SOMANI
SMT. SHANTA SOMANI
SHRI. BALKISHAN LOHIA
SHRI. TOBY ANTONY
SHRI. MATHURA PRASAD SHARMA
SHRI. BHAVIN SHETH
(Appointed as an Additional Director w.e.f. 28/01/2021)

CHIEF EXECUTIVE OFFICER

SHRI. BHAVIN SHETH

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. HS ASSOCIATES
PRACTISING COMPANY SECRETERIES

REGISTERED OFFICE

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

CORPORATE OFFICE

EMPIRE HOUSE, 3RD FLOOR,
214, DR. D. N. ROAD,
FORT, MUMBAI - 400001

**REGISTRAR AND
SHARE TRANSFER AGENTS**

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED
UNIT NO. 9, SHIV SHAKTI IND. ESTATE,
J. R. BORICHA MARG,
LOWER PAREL (E), MUMBAI-400011
E-MAIL ID - support@purvashare.com

WEBSITE : www.thechemopharmalaboratoriesltd.com
E-MAIL ID : chemopharmalab@gmail.com

CHEMO PHARMA LABORATORIES LIMITED**CIN No.- L99999MH1942PLC003556****Registered Office: 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
Chikan Ghar, Kalyan, Dist. Thane - 421301****Tel No. - (022) 22078381/22078382****Website: www.thechemopharmalaboratoriesltd.com****Email Id: chemopharmalab@gmail.com****NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **SEVENTY NINTH ANNUAL GENERAL MEETING** of the Shareholders of **CHEMO PHARMA LABORATORIES LIMITED** will be held on **Wednesday, 01st September, 2021 at 04:00p.m.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

A. ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Ashok Somani (DIN - 03063364), who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Sanjay Rane & Associates (Firm Registration No.-121089W), Chartered Accountants be and are hereby appointed as Statutory Auditor of the Company in place of VMD & Co. (Firm Registration No.-125002W), Chartered Accountants, for a term of five consecutive financial years i.e. from Financial Year 2021-2022 to 2025-2026 and to hold office from the conclusion of this Annual General Meeting until the conclusion of Eighty Fourth Annual General Meeting of the Company, subject to ratification of the appointment at every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to the applicable tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

B. SPECIAL BUSINESS:

4. **REGULARISATION OF SHRI. BHAVIN SHETH AS A DIRECTOR OF THE COMPANY**

To pass with or without modification(s) the following resolution as an **Ordinary Resolution** :

To regularise Shri. Bhavin Sheth (DIN - 00114608), as a Director of the Company -

"RESOLVED THAT pursuant to the provision of Sections 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and on the basis of recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Shri. Bhavin Sheth (DIN-00114608), who was appointed as an Additional Director of the Company in the category of Executive Director by the Board of Directors, with effect from 28th January, 2021, pursuant to the Section 161 of the Companies Act, 2013 and who holds office of Directorship up to the date of this Annual General Meeting, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice along with requisite deposit,

proposing his candidature for the office of the Director, from the Member of the Company under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company in the Category of Executive Director and is also liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

5. **APPOINTMENT OF SHRI. BHAVIN SHETH AS AN EXECUTIVE DIRECTOR FOR A TERM OF FIVE YEARS**

To pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V 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) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Bhavin Sheth (DIN-00114608) be and is hereby appointed as an Executive Director for a period of five years with effect from 28th January, 2021 without any remuneration, provided that he will be entitled to re-imbursment of any expenses incurred for the business of the Company.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

6. **APPOINTMENT OF SHRI. ASHOK SOMANI AS AN EXECUTIVE DIRECTOR FOR A TERM OF THREE YEARS**

To pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V 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) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Ashok Somani (DIN-03063364) as Whole-Time Director of the Company with effect from 28th January, 2021 till 27th January, 2024 i.e. for a period of 3 years as set out in the terms and conditions entered into between the Company and Mr. Ashok Somani with liberty to alter and vary the terms of the said re-appointment and/or remuneration and/or agreement by the Board of Directors and shall be entitled to receive such amount as remuneration, perquisites, as may be decided by the Board of Directors from time to time within the limits permissible under the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the performance of his duties as the Whole-Time Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration payable to the Whole-Time Director by way of salary and perquisites shall not exceed the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by Board of Directors, subject to necessary sanctions and approvals if applicable.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form MGT-14 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regard."

7. **AMENDMENT OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and any other applicable provisions and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and recommendation made by the Board, consent of the members be and are hereby accorded to amend Memorandum of Association in accordance with the provisions of the Companies Act, 2013 in place of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT any one of the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to this resolution."

8. **ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force) of the Companies Act, 2013, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, to append following clause (b) of Clause III after sub clause (37) of the Memorandum of Association of Company:

(38) To invest surplus funds of the Company in the ordinary course of the business to acquire, hold, sell, buy, trade or otherwise deal in any type of shares, units, stocks, financial instruments, capital market/other financial instruments of all kinds, Company's deposit, mutual funds, national saving certificates and other Government securities issued or guaranteed by a body corporate, Company, public sector Company, Government, Municipality or anybody in India or abroad whether they are listed or not for the time being, debentures, debenture-stock, bonds, mortgages, obligations and other securities by original subscription, and to tender, purchase and sell all types of shares and stocks.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-Form with the Registrar of Companies, Mumbai."

9. **APPROVAL FOR MAKING INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and rules made there-under (including any statutory modification or re-enactment thereof) subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or other person/entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 15 Crores (Rupees Fifteen Crores only), notwithstanding that such investment and acquisition together with the Company's existing investments, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits as mentioned above including the power to transfer, lien and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds and matters and things as may be required and expedient for implementing and giving effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

NOTES:

1. In view of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 08th April, 2020, 13th April, 2020, 05th May, 2020 and 13th January, 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM. 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
2. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to Special Business set out under Item Nos. 4, 5, 6, 7, 8 & 9 of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking appointment/re-appointment as set out at Item Nos. 2, 4, 5 & 6 of the Notice is annexed herewith as required under Regulation 36 of the Listing Regulations, as amended and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
3. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 25th August, 2021.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is (022) 22078381/82.
6. 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.
7. 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.

8. 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.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
10. Relevant documents referred to in the accompanying Notice can be obtained by writing to the Company Secretary of the Company.
11. Corporate/Institutional Members (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: chemopharmalab@gmail.com/support@purvashare.com
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to

Purva Sharegistry (India) Private Limited - Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai-400011. Tel No.: (022) 23012517/18, Email id- support@purvashare.com

in case the shares are held by them in physical form.

13. The Company has notified closure of Register of Members and Share Transfer Books from 26th August, 2021 to 01st September, 2021 (both days inclusive).
14. 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 and 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 Sharegistry (India) Private Limited.
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 Sharegistry (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 website of the Company 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 (LODR), 2015, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from, 01st April, 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 Sharegistry(India) Private Limited for assistance in this regard.

18. In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2020-2021 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 2020-2021 will also be available on the website of the Company i.e. www.thechemopharmalaboratoriesltd.com and on the website of the BSE Limited. 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.
19. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
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
21. Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 SEBI (LODR), 2015, 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 25th August, 2021, 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). In addition to the Remote E-Voting, 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 or 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 at 09:00 a.m. Hours (IST) on Sunday, 29th August, 2021 and will end at 05:00 p.m. Hours (IST) on Tuesday, 31st August, 2021. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Wednesday, 25th August, 2021, 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. 25th August, 2021.

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, Practising 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 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. 01st September, 2021.
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 with a copy marked to chemopharmalab@gmail.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 & 5

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed Shri. Bhavin Sheth (DIN - 00114608) as an Additional Director of the Company, pursuant to the Section 149 (1), 152, 160 and 161 read with relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 with effect from 28th January, 2021.

Shri. Bhavin Sheth is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Brief resume of Shri. Bhavin Sheth is given in Board Report forming part of the Annual Report to the Company.

The Board of Directors in its meeting held on 28th January, 2021 appointed Shri. Bhavin Sheth as an Additional Director in the category of Executive Director and who holds office up to the date of this AGM of the Company and is eligible for appointment as Director of the Company. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member along with requisite deposit signifying his intention to propose the candidature of Shri. Bhavin Sheth for the office of a Director.

Shri. Bhavin Sheth has furnished consent/declaration for his appointment as Director of the Company as required under the Act and the Rules made there-under.

The Board of Directors recommends the appointment of Shri. Bhavin Sheth, as Director for a period of five years as set forth in Item No. 4 and 5 of this Notice, for approval by the Members of the Company. Shri. Bhavin Sheth will not draw any remuneration as a Executive Director. However, he will be entitled for reimbursement of any expenses incurred by him for the business of the Company.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the proposed resolution. Shri. Bhavin Sheth is holding not holding any Equity Shares in Chemo Pharma Laboratories Limited.

The Board of Directors recommends the passing of proposed Resolution.

ITEM NO. 6

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee re-appointed Shri. Ashok Somani (DIN-03063364) as a Whole Time Director of the Company, in accordance with 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) and also designated him as a Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013 with effect from 28th January, 2021 till 27th January, 2024.

Shri. Ashok Somani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Whole Time Director of the Company and also get designated as a Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013.

Brief resume of Shri. Ashok Somani is given in the Board Report forming part of the Annual Report to the Company.

The Board of Directors in its meeting held on 28th January, 2021 had appointed Shri. Ashok Somani as a Whole Time Director and also as a Key Managerial Personnel for a period of three years with effect from 28th January, 2021, subject to the approval of members of the Company. Necessary resolutions seeking approval of the members of the Company for appointment of Shri. Ashok Somani as Whole Time Director and as a Key Managerial Personnel is set out at item no. 6 of the Notice. Shri. Ashok Somani will draw remuneration as a Whole Time Director in accordance with 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s).

No other Director and Key Managerial Personnel is concerned or interested or deemed to be concerned or interested in the proposed Resolution. Shri. Ashok Somani is holding 3 (0%) Equity Shares in Chemo Pharma Laboratories Limited.

The Board of Directors recommends the passing of proposed Special Resolution.

ITEM NO. 7 & 8

The existing Memorandum of Association (MOA) of the Company is based on the Companies Act, 1956 and is longer in conformity with the Companies Act, 2013. With the enforcement of Companies Act, 2013, several regulations of MOA require alteration as well as deletion. Given this position, it is considered expedient to amend MOA (primarily based on Table A set out under Schedule I to the Companies Act, 2013) by alteration/incorporation of provisions of the Companies Act, 2013.

As per the provisions of Section 13 and any other applicable provisions and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and on the basis of recommendation made by the Board, a special resolution has to be passed by the members of the Company for adoption of amended and restated MOA of the Company.

A copy of amended and restated MOA of the Company would be available for inspection of the members at the Registered Office of the Company during the business hours on any working day.

Also the Company plans to diversify and broaden its investment activities for which the existing MOA needs to be amended so there are additions made in the existing Object Clause of the Company in order to enable to deal and trade in shares and securities in the capital market.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution as set out in Item No. 7 and 8 of the notice.

The Board of Directors recommends the passing of proposed Special Resolution.

ITEM NO. 9

The Company from time to time, is required to make investments in securities of bodies corporate which