

GARODIA CHEMICALS LIMITED
28TH ANNUAL REPORT
FOR
THE FINANCIAL YEAR 2019-20

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mahesh Garodia - Chairman and Wholetime
Director Kunal Naik - Independent Director
Brian Fernandes - Independent Director
Trupti Bolke- - Independent Director (Cessation w.e.f July 22, 2019)

KEY MANAGERIAL PERSONNEL:

Deepti Paliwal - Company Secretary (Cessation w.e.f April 26, 2019)
Harish Kote - Chief Financial officer (Cessation w.e.f May 11, 2019)

AUDITOR

M/s. Laxmikant Kabra &
Co., Chartered
Accountants (Registration
No. 117183W)

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Pvt Ltd.
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup
West, Mumbai - 400 078
Tel: +91 22 49186000
Fax: +91 22 49186060
E-mail: manohar.shirwadkar@linkintime.co.in

REGISTERED OFFICE

GARODIA CHEMICALS

LIMITED CIN:

L99999MH1993PLC070321
149/156, Garodia Shopping
Centre, Garodia Nagar,
Ghatkopar (East), Mumbai -
400077
Tel: +91 22 - 67983683
Fax: +91 22 - 66716149
Email id:
gclshares@gmail.com
Website: www.gchem.co.in

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NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF GARODIA CHEMICALS LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 12.00 P.M. THROUGH VIDEO CONFERENCE FACILITY ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESSES.

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Board's Report and the Auditor's Report thereon.
2. To re-appoint Mr. Mahesh Garodia (DIN: 01250816), the Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To file application with National Company Law Tribunal (NCLT) under Section 10 of Insolvency and Bankruptcy code, 2016 read with relevant regulations framed there under:

To consider and if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provision of section 10 of the insolvency & Bankruptcy Code, 2016 ("the code") read with Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 and all other applicable provisions (if any) of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for time being in force, as recommended by the Board, consent of shareholders of the company be and is hereby accorded to file an application with NCLT for initiation of Corporate insolvency Resolution Process (CIRP) for revival or liquidation of the Company as the case may be.

RESOLVED FUTHER THAT Mr. Mahesh Garodia, Wholetime Director of the Company, be and is hereby generally and specially authorized to sign the application/petition and other related document which shall be required to be submitted on behalf of the Company in NCLT or National Company Law Appellate Tribunal (NCLAT) or any other court as and when required.

RESOLVED FUTHER THAT Mr. Mahesh Garodia, Wholetime Director of the Company, be and is hereby authorized to adopt such further and other legal proceeding on behalf of the Company as may be deemed fit and proper and to engage, appoint and instruct advocate and /or solicitors or such person as and when required during the CIRP proceedings.

RESOLVED FUTHER THAT certified true copy of the above resolution shall be

certified by any of the Director of the Company and be submitted to the concerned authority and they be request to act upon the same.

RESOLVED FUTHER THAT Mr. Mahesh Garodia, Wholetime Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to implement the above said decision of the members.”

For Garodia Chemicals Limited

Sd/-

Mahesh Garodia

Chairman & Whole-Time Director

DIN: 01250816

**Address: Namakwala, M. G. Road,
Ghatkopar (East), Mumbai-400077**

Registered Office:

**149/156, Garodia Shopping Centre,
Garodia Nagar, Ghatkopar East,
Mumbai City-400077**

Date:

Place: Mumbai

Website: www.gchem.org

E-mail: gclshares@gmail.com

NOTES:

1. 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) or other audio visual means (OAVM) and dispensed personal present of the members 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 28th Annual general meeting (AGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
2. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800225533.
3. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
4. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the AGM. However, the participation of members holding 2% or more is not restricted on first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 2000 members only.
5. Members can raise questions during the meeting or in advance at gclshares@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.

The detail of Directors seeking appointment / re-appointment at this Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 is annexed hereto.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2020 to Tuesday, September 29, 2020 --(Both Days Inclusive).

8. In compliance with the aforementioned MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 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 <http://www.gchem.org/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively, and on the website of CSDL www.evotingindia.com.
9. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to gclshares@gmail.com. Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.

Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on gclshares@gmail.com.

10. 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 gclshares@gmail.com.
11. The Annual Report of your Company for the Financial Year 2019-20 is displayed on the website of the BSE Limited i.e. www.bseindia.com.
12. Members are requested to register / update their E-mail address with the Company so as to receive Annual Report and other communication electronically.
13. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
14. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by Central Depository Services Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at 28th Annual General Meeting of the Company by electronic means through E-voting facility provided by National Securities Depository Limited.

16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at 28th Annual General Meeting of the Company by electronic means through E-voting facility provided by National Securities Depository Limited.
17. Mrs. Kumudini Bhalerao, Partner of Makarand M Joshi & Co., Practising Company Secretaries have been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
18. The results will be declared on or after the AGM of the Company. The results declared along with the Scrutiniser's Report will be placed on the website of the BSE Limited i.e. www.bseindia.com and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

E- VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 28th Annual general Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM, ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 26, 2020 at 9:00 A.M. and ends on Tuesday, September 29, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.