

SHABA CHEMICALS LIMITED

28th

ANNUAL REPORT

SHABA CHEMICALS LIMITED

CIN NO. L24111MP1986PLC003741

101, RAJANI BHAWAN, 569/2 M. G. ROAD, INDORE

07314299232-ritesh271109@rediffmail.com

Website: shabachemicals.com

BOARD OF DIRECTORS

Managing Director
Mrs Sangeeta Neema

Whole time Director
Mr Ritesh Jain

Independent Director
Mr Jai Kishan Nema
Mr Bharat Neema
Mr Indra Kumar Mahajan

REGISTRAR OFFICE

101, RAJANI BHAWAN,
569/2, M.G.ROAD,
INDORE-452001, INDIA
Tel.(091) (731) 4299232
ritesh271109@rediffmail.com
Website : www.shabachemicals.com

AUDIT COMMITTEE

Chairman
Mr Bharat Neema
Members
Mr Jalkishan Nema
Mr Ritesh Jain

AUDITORS

M/S S.N.KABRA & COMPANY
CHARTERED ACCOUNTANTS

SHABA CHEMICALS LIMITED

CIN NO. L24111MP1986PLC003741

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Notice

Notice is hereby given that the 28th Annual General Meeting of **Shaba Chemicals Limited** will be held on Wednesday, September 30th, 2015 at 11.00 A.M. at its registered office at 101, Rajani Bhawan, 569/2 M.G. Road, Indore-452001, to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF FINAL ACCOUNTS

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors AND Secretarial Audit thereon.

2. APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mr. Ritesh Jain WTD (DIN 01499443), who retires by rotation and, being eligible, offers himself for re-appointment.

3. APPOINTMENT OF AUDITOR

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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s S.N. Kabra & Co., Chartered Accountants (CA S.N. Kabra Firm Registration No.03439C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-third AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. RITESH JAIN AS WHOLE TIME DIRECTOR OF THE COMPANY :

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 196, 197, 203 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), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Ritesh Jain as Whole Time Director of the Company for a period of five years with effect from September 30, 2015".

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect

to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

**//BY ORDER OF THE BOARD\\
FOR SHABA CHEMICALS LIMITED
[CIN:L24111MP1986PLC003741]**

**PLACE:INDORE
DATE:04THSeptember 2015**

**RITESH JAIN
(DIN:01499443)
WHOLE TIME DIRECTOR**

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4 to the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Tuesday, September 22nd, 2015 to Tuesday, September 30th, 2015, both days inclusive.
4. Members holding shares in physical form are requested to send their email address as earlier to update the record.
5. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
6. In case of joint holders attending the meeting, 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.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
8. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company.
10. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and (4) Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this Notice. Resolution(s) passed by Members through remote e-voting/ e-voting is deemed to have been passed as if they have been passed at the AGM.
11. Jai Kumar Doshi has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. The facility for voting, either through electronic voting system shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
13. 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.
14. A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

15. The chairman shall, at the general meeting at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by e-voting system for all the members who are present at the general meeting but have not cast their votes by availing the remote e-voting facilities.
16. If a company opts to provide the same electronic system as used during the remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting by the member attending the meeting and who have not exercised their vote through remote e-voting.

17. The instructions for e-voting are as under:

A. In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" tab to cast your votes.
- iii. Now, select the Electronic Voting Sequence Number - "EVSN" along with "Shaba Chemicals Limited" from the drop down menu and click on "SUBMIT"
- iv. If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- v. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	NA	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number :< ABCDE1234F> in the PAN Field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in physical form will then reach directly the EVSN selection screen. provided that company opts for remote e-voting / e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For members holding shares in physical form, the details can be used only for remote e-voting / e-voting on the resolutions contained in this Notice.
- ix. Click on the relevant EVSN on which you choose to vote.
- x. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv. Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

- B. **In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy:** Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.
- C. The voting period begins on **Saturday, September 26, 2015 (9.00 A.M.) and ends on Monday, September 28, 2015 (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 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- D. In case you have any queries or issues regarding remote e-voting / e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- E. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.cdsl.com.
- F. **SCRUTINIZER REPORT**
- Jai Kumar Doshi has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
 - The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make,
 - not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same
 - The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
 - Regarding any grievance with respect to e-voting, you may contact by email at bharatneema_co12@yahoo.com at the company

Additional Information required under clause 49 IV (G) of the Listing Agreement on Directors seeking for appointment or re-appointment at the Annual General Meeting:

S. No.	Particulars	Details	
1.	Name	Mr.Ritesh Jain	

2.	Date of Birth	27/07/1972	
3.	Qualification	Graduate	
4.	Date of appointment on Board	01/08/2006	
5.	List of other Directorship held excluding Private Companies	NIL	
6.	Chairman/Member of the Committee of Board of the Directors of the Company	Audit Committee Remuneration Committee Share Holders and investors grievance committee	
7.	Chairman/Member of the Committee of Board of the Directors of other Companies	NA	-
8.	No. of share held in the Company	NIL	NIL

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying Notice:

1. ITEM NO. 4

The Board of Directors has re-appointed Mr. Ritesh Jian as WTD for a further period of five years, with effect from September 30, 2015, subject to the approval of the Members.

During his tenure, he formulated and successfully executed the Company's global strategy and several key strategic transitions.

Under his guidance, the Company has refined its corporate sustainability program to focus on education, environment and wellness.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, re-appointed him as Managing Director of the Company for a further period of five years with effect from September 30, 2015. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

The main terms and conditions of appointment of Mr. Ritesh Jain (hereinafter referred to as "WTD") are given below:

A. Tenure of Appointment:

The appointment of the WTD is for a period of five years, with effect from September 30, 2015

B. Nature of Duties:

The WTD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company

C. Remuneration:

a. Basic Salary:

He shall be paid remuneration by way of salary, Dearness allowance, other allowances, perquisites, etc. as per the rules of the Company subject to a ceiling of Rs. 24000 per annum.

D. Other terms of Appointment:

- (i) He shall act in accordance with the guidance, directions and superintendence of the Board of Directors of the Company.
- (ii) He shall exercise substantial or the whole of the substantial powers of management in the day to day affairs of the Company.

Save and except above none of the Directors or Key Managerial Personnel and the relatives, are concerned or interested (financially or otherwise) in this Resolution. The details of which has been given as per listing agreement after notes.

The Board commends the Special Resolution set out at Item no. 4 for the approval of Members.

**//BY ORDER OF THE BOARD\\
FOR SHABA CHEMICALS LIMITED
[CIN:L24111MP1986PLC003741]**

**PLACE:INDORE
DATE: 10TH May 2015**

**RITESH JAIN
(DIN:01499443)
WHOLE TIME DIRECTOR**