

NOTICE

NOTICE is hereby given that the **FOURTEENTH ANNUAL GENERAL MEETING** of the Members of **SANGINITA CHEMICALS LIMITED** will be held as scheduled below:

Date	: 28 th September, 2019
Day	: Saturday
Time	: 2.30 p.m.
Place	: At the Registered Office: 301, 3 rd Floor, Shalin Complex, Sector 11, Gandhinagar – 382011 (Gujarat)

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt audited financial statements of the Company for the financial year 2018-19 and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:

“**RESOLVED THAT** audited financial statements of the Company for the financial year 2018-19 comprising of Balance Sheet as on 31st March, 2019 and the Profit and Loss Statement for the Financial year ended on 31st March, 2019 together with all annexure and attachment thereto including the Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and the same, are hereby approved and adopted.”

2. To appoint a Director in place of Mrs. Hansaben D. Chavada (DIN: 00479509), who retires by rotation and being eligible, offers herself for re appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the retiring Director, Mrs. Hansaben D. Chavada (DIN: 00479509), be and is hereby reappointed, as Director of the Company, liable to retire by rotation.”

3. To appoint Auditors in place of M/s. B. K. Chavada & Co., Chartered Accountants and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to provisions of Section 140 (4) read with Section 139 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder and as per the Special Notice received from the member of the Company, M/s. Devpura Navlakha & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting i.e. 14th AGM till the conclusion of the 19th AGM (from F.Y. 2019-20 to 2023-24) in place of M/s. B. K. Chavda & Co., Chartered Accountants, who have completed their term as Statutory Auditors of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to fix their remuneration in consultation with the said Auditors and also to take all other actions as may be required in this regard.”

4. To appoint Mr. Pramodsinh D Dabhi as Independent Director of the Company for a term of five years and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof) and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Pramodsinh D. Dabhi (DIN: 08441361), in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years w.e.f 11th May, 2019 and upto the date of Annual General Meeting to be held in the year 2024.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the appointment so as to include any modification or re enhancement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto and as may be agreed between the Board of Directors and Mr. Pramodsinh D. Dabhi.

RESOLVED FURTHER THAT any one of the Director be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”

Registered Office:

301, 3rd Floor, Shalin Complex, Sector-11,
Gandhinagar - 382011 (Gujarat)

Date: 11th May, 2019

CIN:L24100GJ2005PLC047292

By Order of the Board

sd/-

Dineshsinh B Chavada

(DIN: 01497977)

Chairperson & Managing Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.**
2. **A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from Saturday, the 21st September, 2019 to Saturday, the 28th September, 2019 (both days inclusive).
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
5. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:

Purva Sharegistry (India) India Pvt. Ltd.

Unit No. 9, Shiv Shakti Inds. Estate, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011.
6. As a matter of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Therefore, Members are requested to bring their copies at Annual General Meeting.
7. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
8. The Notice of the 14th AGM along with the attendance slip and proxy form are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
9. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 is not required to provide remote e-voting facility to its members.
10. **E-VOTING**

Pursuant to provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolution set forth in the notice convening 6th Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The complete details of the instructions for e-voting are annexed to this notice.
11. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the directors seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

EXPLANATORY STATEMENT:

ITEM NO. 3:

M/s. B K Chavada & Co., Chartered Accountants, the existing auditors of the Company were appointed as Statutory Auditors of the Company at the 9th AGM for holding the office from the conclusion of that 9th AGM till the conclusion of the 14th AGM (Subject to ratification by the members at every subsequent Annual General Meetings).

However, the term of appointment of five years of M/s. B K Chavada & Co., Chartered Accountants ends at this Annual General Meeting. Hence, the Company needs to appoint any other Statutory Auditor for a term of five years.

The Company has received a Special Notice u/s 140 (4) of the Companies Act, 2013 from a member of the Company for appointing M/s. Devpura Navlakha & Co., Chartered Accountant, Ahmedabad as Statutory Auditor of the Company. Further M/s Devpura Navlakha & Co., Chartered Accountants are Peer reviewed Auditors and hence the Company will not require to Audit the Accounts separately from Peer Reviewed Auditors. Moreover, M/s. Devpura Navlakha & Co., Chartered Accountant, Ahmedabad has given their consent to act as Statutory Auditor of the Company and also provided declaration that their appointment, if made shall be within the limit prescribed.

The Company needs to appoint the Statutory Auditor for a term of five years as per the applicable provisions of the Companies Act, 2013.

This statement shall be considered as circulation of Special Notice as received by the Company from a member for appointment of Statutory Auditors of the Company in place of existing Auditors.

Documents relating to this Agenda item are open for inspection at the Registered Office of the Company by members during normal business hours on all working days till the conclusion of Annual General Meeting.

None of the Directors, KMP or their relatives are in any way concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out on Item No. 3 of Notice for approval by members.

ITEM NO. 4:

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Pramodsinh D. Dabhi (DIN: 08441361) for the office of the Independent Director.

Mr. Pramodsinh D. Dabhi, aged 36 years is B.Com Graduate. He has worked as Accounts officer in various Companies and having deep knowledge of Accounting, Banking, VAT, GST and management work.

He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Pramodsinh D. Dabhi fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable requirements of the SEBI (LODR) Regulations, the appointment of Mr. Pramodsinh D. Dabhi as an Independent Directors is being placed before the Members for their approval by an Ordinary Resolution.

The Company has received from Mr. Pramodsinh D. Dabhi the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Mr. Pramodsinh D. Dabhi as a Director will be of immense value.

Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

The documents connected with this special business including terms and conditions of appointment of Mr. Pramodsinh D. Dabhi will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Mr. Pramodsinh D. Dabhi is interested in this resolution since it relates to his appointment as an Independent Director of the Company.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution.

Registered Office:

301, 3rd Floor, Shalin Complex, Sector-11,
Gandhinagar - 382011 (Gujarat)

Date: 11th May, 2019

CIN:L24100GJ2005PLC047292

By Order of the Board

sd/-

Dineshsinh B Chavada

(DIN: 01497977)

Chairperson & Managing Director

ANNUAL REPORT 2018-2019**Details of Director/s Seeking Appointment/Re-appointment at the Annual General Meeting**

Particulars	Mrs. Hansaben D. Chavada	Mr. Pramodsinh D. Dabhi
Date of Birth	01/06/1959	28/03/1983
Date of the first Appointment on the Board	15/12/2005	11/05/2019
Qualification	H. Sc.	B. Com
Expertise in Specific functional areas	Mrs. Hansaben D. Chavada has 8 years' experience in the field of chemical business	Mr. Pramod Dabhi is B.com Graduate and worked as Accounts officer in various companies and having deep knowledge of Accounting, Banking, VAT, GST and management work.
Directorships held in other Companies	1	Nil
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Not Applicable	Not Applicable
Number of Board Meetings attended during the year	5	Not Applicable
Memberships/ Chairmanships of committees of Board of Directors of Company	1	Not Applicable
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil	Not Applicable
Number of shares held in the Company	14,85,000	Nil
Disclosure of relationship between directors inter-se	None of the Directors are related inter-se except Mr. Dineshsinh B. Chavada, Managing Director and Mr. Vijaysinh D. Chavda, Whole-Time Director being father & son and Ms. Hansaben D. Chavada, Director being mother and son.	Not Applicable

INSTRUCTIONS FOR E-VOTING:

The instructions for members for voting electronically are as under:-

- (i) The Remote E-voting period begins on 25th September, 2019 (Wednesday) at 9.00 a.m. (IST) and ends on 27th September, 2019 (Friday) at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 27th September, 2019.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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 Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (which is printed/indicated on the address label/details) in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (for **SANGINITA CHEMICALS LIMITED**) on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 21st September, 2019 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 person becoming member can use their existing user ID and password for casting their vote.
- (xxi) In case you have any queries or issues regarding 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.
- (xxii) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xxiii) The Company has appointed Mr. Manoj Hurkat, a Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in 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 casted in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., 1st October, 2019.
- (xxv) The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website: www.sanginitachemicals.co.in and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the Stock Exchanges where the equity shares of the Company are listed.

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L24100GJ2005PLC047292
Name of the Company	SANGINITA CHEMICALS LIMITED
Registered office	301, 3 rd Floor, Shalin Complex, Sector -11, Gandhinagar - 382011

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of SANGINITA CHEMICALS LIMITED, holding _____ shares of the above named Company, hereby appoint

1. Name	
Address	
E-mail Id	
Signature	

Or Failing him,

2. Name	
Address	
E-mail Id	
Signature	

Or Failing him,

3. Name	
Address	
E-mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on the 28th day of September, 2019 at 2.30 p.m. at 301, 3rd Floor, Shalin Complex Sector - 11, Gandhinagar - 382011 and at any adjournment thereof in respect of such resolutions as are indicated below: **P.T.O.**

ANNUAL REPORT 2018-2019

Resolution No.	Resolution
Ordinary Business	
1	To receive and adopt Audited Balance Sheet as at 31 st March, 2018 and the Profit and Loss Statement for the year ended on that date together with all annexure and attachment thereto including the Auditor's report and the Directors' Report thereon.
2	To appoint a Director in place of Mrs. Hansaben D. Chavda (DIN:00479509), who retires by rotation and being eligible, offers herself for re appointment.
3	To appoint M/s Devpura Navlakha & Co. as Statutory Auditors for a term of five years in place of M/s B. K. Chavda & Co. and to fix their remuneration.
4	Appointment of Mr. Pramodsinh D Dabhi (DIN:08441361) as Independent Director of the Company for a term of five years

Signed this..... day of..... 2019

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



SANGINITA CHEMICALS LIMITED

(CIN: L24100GJ2005PLC047292)

Registered Office: 301, 3rd Floor, Shalin Complex, Sector - 11, Gandhinagar - 382011

Phone No. 079- 23240270

Email ID : sanginitachemicals@yahoo.com, Website: www.sanginitachemicals.co.in

ATTENDANCE SLIP

14th Annual General Meeting

at the Registered Office: 301, 3rd Floor, Shalin Complex, Sector - 11, Gandhinagar - 382011

DP ID	Client ID	Folio No.	No. of shares held

Name of the attending Member/Proxy (In block letters) :

I hereby record my presence at the 14th Annual General Meeting held at on 28th September, 2019 at 2.30 p.m.

Member's / Proxy's Signature

Notes :

1. Please bring this attendance slip to the meeting and handover at the entrance duly filled in.
2. Members are requested to bring copy of Annual Report with them.

Route Map for AGM Venue

