



CHEMCRUX ENTERPRISES LIMITED

CIN: L01110GJ1996PLC029329

Regd. Office: T-7, National Plaza, R.C. Dutt Road, Alkapuri, Vadodara - 390007

Factory Office: 4712-14, GIDC, Road South 10, Ankleshwar-393 002, (Gujarat) INDIA

Ph: +91-0265-2344803/2358903

Email: girishshah@chemcrux.com Website: www.chemcrux.com

NOTICE

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting of Members of **CHEMCRUX ENTERPRISES LIMITED** (the Company) will be held on **Thursday, the 27th day of September, 2018 at 02:00 p.m at EXIM Club (Association of Exporters & Importers), 2nd Floor, West Wing, Offtel Towers No. 1, B/h Stop-N-Shop Plaza, Near Vivekanand Memorial, R.C. Dutt Road, Alkapuri, Vadodara 390007, District Vadodara, in the State of Gujarat** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on equity shares of the Company for the financial year ended 31st March, 2018, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT dividend at the rate of 2.5% (Rs. 0.25 per Equity Share) to the equity shareholders of the Company whose name appear in the Register of Members on September 19, 2018 be and is hereby declared out of the profits of the Company, for the year ended on 31st March 2018.”

3. To appoint a Director in place of Mrs. Neela Marathe (DIN: 00469204), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. R. J. Shah & Associates, Vadodara as Statutory Auditors and 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. R. J. Shah & Associates, Chartered Accountants, Vadodara having ICAI Firm Registration No. 109752W, who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To re-appoint Mr. Girishkumar C. Shah (DIN 00469291) as Whole Time Director of the Company and in this regard pass the following resolution as a **SPECIAL RESOLUTION** :

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Girishkumar C. Shah (DIN: 00469291) as a Whole-time Director, designated as Executive Chairman of the Company, for a further period of 5 (five) years from the expiry of his present term of office that is on 31st December, 2018 and starting with effect from January 1, 2019 till 31st December, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, so as not to exceed the limits specified in Schedule

V of the Companies Act, 2013 (including any statutory modification or re-enactments thereof, for the time being in force), or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Girishkumar C. Shah;

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the revision of remuneration of Mr. Girishkumar C. Shah (DIN 00469291) Whole Time Director of the Company as recommended by Nomination and Remuneration Committee and approved by the Board of Directors at the meeting held on May 8, 2018 so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 which will be effective from April 1, 2018 till 31st March, 2021 for a period of three years on the terms and conditions as set out in the statement annexed to the notice;

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

6. To re-appoint Mr. Sanjay Y. Marathe (DIN 01316388) as Managing Director of the Company and in this regard pass the following resolution as a **SPECIAL RESOLUTION** :

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Sanjay Y. Marathe (DIN: 01316388) as Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is on 31st December 2018 and starting with effect from January 1, 2019 till 31st December, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactments thereof, for the time being in force), or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Sanjay Y. Marathe;

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the revision of remuneration of Mr. Sanjay Y. Marathe (DIN 01316388) Managing Director of the Company as recommended by Nomination and Remuneration Committee and approved by the Board of Directors at the meeting held on May 8, 2018 so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 which will be effective from April 1, 2018 till 31st March, 2021 for a period of three years on the terms and conditions as set out in the statement annexed to the notice;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

For CHEMCRUX ENTERPRISES LIMITED

Place: Vadodara
Date: 24th August, 2018

Sd/-
Girishkumar C. Shah
CHAIRMAN (DIN 00469291)

NOTES:

- 1. The Register of members and Share Transfer Books of the Company will remain closed from Thursday 20th September, 2018 to Thursday 27th September, 2018 (both days inclusive) for annual book closing and record date shall be as on Wednesday 19th September, 2018 for determining the entitlement of shareholders to the final dividend.**
2. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the special business at the meeting, is annexed hereto.
- 3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on

behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

4. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
6. In terms of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 details of director retiring by rotation at the ensuing annual general meeting is given in annexure to this notice.
7. Subject to the provisions of section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors for the year ended 31st March, 2018, if declared, will be payable to those Members, whose names appear in the Register of Members as at the close of business on 19/09/2018 and in respect of shares held in dematerialised form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business on 19/09/2018.

7.1 In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant.

8. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol Andheri – East, Mumbai – 400059 in the State of Maharashtra, is handling registry work in respect of shares held both in physical form and in electronic/demats form. All requests for transfer of Equity Shares and allied matters along with the relevant transfer deeds and shares certificates should be sent either to the RTA or at the registered office of the Company.
9. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
10. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report /notice for attending the meeting.
11. Members are requested to intimate the Company of queries, if any, regarding the accounts / notice at least ten days before the Annual General Meeting to enable the Management to keep the information ready at the meeting.
12. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Sundays, upto and including the date of Annual General Meeting of the Company.
13. **Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that annual Report for the FY 2017-18 will also be available on the website of the Company viz. www.chemcrux.com.**

**By order of the Board of Directors
For CHEMCRUX ENTERPRISES LIMITED**

**Place: Vadodara
Date: 24th August, 2018**

**Sd/-
GIRISHKUMAR SHAH
CHAIRMAN
DIN: 00469291**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Special Business : Item No. 5

The Board of Directors of the Company ("the Board") at its meeting held on August 24th, 2018 have, subject to approval of members, reappointed Shri Girishkumar Shah (DIN: 00469291) as the Wholetime Director, designated as Executive Chairman, for a further period of 5 (five) years from the expiry of his present term i.e. 31st December, 2018 and effective from January 1, 2019 till 31st December, 2023, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board. It is proposed to seek members' approval for the re-appointment of and remuneration payable to Shri Girishkumar Shah as a Wholetime Director, designated as Executive Chairman of the Company, in terms of the applicable provisions of the Act.

Pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors Meeting held on May 8, 2018, the remuneration of Whole Time Director Mr. Girishkumar Shah was revised from Rs. 2.5 lacs to Rs. 3.5 lacs per month effective from April 1, 2018 till 31st March 2021, subject to the limits contained in provisions of Schedule V for a period of three years and subject to the approval by the members in General Meeting.

The Company has not committed any default in repayment of any of its debt (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Girishkumar Shah are as under:

Period of Appointment:

From 1st January 2019 to 31st December 2023

Remuneration:

(a) By way of Salary, perquisites and Allowance, aggregating to Rs. 3,50,000/- p.m.

Provided that the Board or any Committee thereof, be and is hereby authorized in its absolute discretion and from time to time, to fix within the limits prescribed under Schedule V of the Companies Act, 2013, the remuneration payable to Mr. Girishkumar Shah.

(b) In addition to above mentioned remuneration, Mr. Girishkumar Shah shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- i. Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- ii. Gratuity payable as per the rules of the Company.
- iii. Leave encashment at the end of the tenure.
- iv. The provision for use of Company's car with driver is for official use. However, use of car for private purposes shall be borne by Mr. Girishkumar Shah.
- v. Company's telephone at his residence.
- vi. Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Girishkumar Shah, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as specified above, which shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013 and any amendments thereto.

Entrusted Duties:

Subject to the supervision and control of the Board of Directors of the Company, the Executive Chairman cum Whole Time Director shall look after the day to day affairs and overall operations of the Company and shall carry out such other duties as may be entrusted to him by the Board of Directors from time to time.

Confidentiality:

Mr. Girishkumar Shah will perform his duties truly and faithfully and comply with the directives given to him from time to time by the Board, and further not to disclose to any person, firm or Company any confidential information.

Liabile to Retire by Rotation:

The office of director of Mr. Girishkumar Shah shall be liable to retire by rotation.

Sitting Fees:

As long as Mr. Girishkumar Shah functions as Executive Chairman cum Whole Time Director, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

Re-imbusement of Expenses, Costs etc.:

The Whole Time Director shall be entitled to be paid / reimbursed all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

Termination:

Either party shall have liberty to terminate the aforesaid appointment, by giving six months notice in writing to the other.

Mr. Girishkumar Shah satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Girishkumar Shah. His wife Mrs. Sidhdhi Shah (Non – executive Director) is interested in the resolution set out at Item No. 5 of the Notice. The relatives of Mr. Girishkumar Shah may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

[The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.](#)

Special Business : Item No. 6

The Board of Directors of the Company ("the Board") at its meeting held on August 24th 2018 have, subject to approval of members, reappointed Mr. Sanjay Y. Marathe (DIN: 01316388) as the Managing Director, for a further period of 5 (five) years from the expiry of his present term on 31st December 2018 and effective from January 1, 2019 till 31st December, 2023, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board. It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Sanjay Y. Marathe as Managing Director of the Company, in terms of the applicable provisions of the Act.

Pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors Meeting held on May 8, 2018, the remuneration of Managing Director Mr. Sanjay Marathe was revised from Rs. 2.5 lacs to Rs. 3.5 lacs per month effective from April 1, 2018 till 31st March 2021, subject to the limits contained in provisions of Schedule V for a period of three years and subject to the approval by the members in General Meeting.

The Company has not committed any default in repayment of any of its debt (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sanjay Marathe are as under:

Period of Appointment:

From 1st January 2019 to 31st December 2023

Remuneration:

(a) By way of Salary, perquisites and Allowance, aggregating to Rs. 3,50,000/- p.m.

Provided that the Board or any Committee thereof, be and is hereby authorized in its absolute discretion and from time to time, to fix within the limits prescribed under Schedule V of the Companies Act, 2013, the remuneration payable to Mr. Sanjay Y. Marathe,

(b) In addition to above mentioned remuneration, Mr. Sanjay Y. Marathe shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- i. Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- ii. Gratuity payable as per the rules of the Company
- iii. Leave encashment at the end of the tenure
- iv. The provision for use of Company's car with driver is for official use. However, use of car for private purposes shall be borne by Mr. Sanjay Marathe.
- v. Company's telephone at his residence.
- vi. Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Sanjay Y. Marathe, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as specified above, which shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013 and any amendments thereto.

Entrusted Duties:

Subject to the supervision and control of the Board of Directors of the Company, the Managing Director shall look after the day to day affairs and overall operations of the Company and shall carry out such other duties as may be entrusted to him by the Board of Directors from time to time.

Confidentiality:

Mr. Sanjay Y. Marathe will perform his duties truly and faithfully and comply with the directives given to him from time to time by the Board, and further not to disclose to any person, firm or Company any confidential information.

Not Liable to Retire by Rotation:

During his tenure as Managing Director of the Company, the office of Mr. Sanjay Y. Marathe shall not be reckoned for the purpose of arriving Directors liable to retire by rotation.

Sitting Fees:

As long as Mr. Sanjay Y. Marathe functions as Managing Director, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

Re-imbusement of Expenses, Costs etc.:

The Managing Director shall be entitled to be paid / reimbursed all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

Termination:

Either party shall have liberty to terminate the aforesaid appointment, by giving six months notice in writing to the other.

Mr. Sanjay Y . Marathe satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Sanjay Marathe and his wife Mrs. Neela Marathe (Non – executive director) is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mr. Sanjay Y. Marathe may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the special resolution set out at Item No. 6 of the Notice for approval by the members.