



CHEMIESYNTH (VAPI) LIMITED

Regd office: Plot No. 27, GIDC, Phase-1, Vapi – 396195, Gujarat.

CIN: L24110GJ1986PLC008634, GST Reg no: 24AAAACC9688H1ZC, Telephone no: 022-21010500,

Web: <https://www.chemiesynth.com> Email id: compliance@chemiesynth.com

28th September 2023

To,
The General Manager
Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001, Maharashtra.

Scrip Code : 539230.

Sub: Proceeding of 37th Annual General Meeting held on Thursday, 28th September 2023 at 11.30 a.m.

Dear Sir/Madam,

This is with reference to the 37th Annual General Meeting of the members of the Company held on Thursday, September 28, 2023, at 11:30 A.M. and concluded at 12:30 PM at the registered office of the Company.

In this connection, please find enclosed details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For, Chemiesynth (Vapi) Limited

Jay Pansuria
Company Secretary & Compliance Officer
Membership No. F-12628.

Place: Vapi
Encl: As above.



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Summary of Proceeding of 37th Annual General Meeting held on Thursday, 28th September 2023 at 11.30 a.m.

This is to inform you that the 37th Annual General Meeting of the members of the Company was held on Thursday, 28th September 2023 at 11:30 a.m. and concluded at 12:30 p.m. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-Voting)/Ballot forms to the members entitled to cast their vote at the Annual General Meeting. The e-voting process was carried out by the Company between Monday, 25th September 2023 (11.00 a.m.) to Wednesday, 27th September 2023 (5:00 p.m.) with cut-off date for determining shareholders being Thursday, 21st September 2023.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility /Ballot Forms to cast their vote in the Ballot Box kept there.

Notice of 37th Annual General Meeting was read by the Chairman. He further informed members that pursuant to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, facility of remote e-voting had been provided by availing facility of National-Securities Depository Limited (NSDL).

The Chairman explained the financial statement and performance of the company during the financial year 2022-23. With the consent of the members present the Directors' Report and Auditors' Report were taken as read. The following items of Business as per the notice of the AGM were transacted:

1. Ordinary Business-Ordinary Resolution-To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2023, including the audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

“RESOLVED THAT, financial statements of the Company for the year ended March 31, 2023, including the audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon be and are hereby received, considered and adopted.”

2. Ordinary Business-Ordinary Resolution-To appoint a director in place of Mr Bhanurai N. Mehta (DIN: 00158885), liable to retire by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment and to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of section 152(6) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-



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enactment thereof for the time being in force) Mr Bhanurai N. Mehta (DIN: 00158885), be and is hereby appointed as director of the company, liable to retire by rotation.”

3. Special Business-Special Resolution- Appointment of Independent Director- Ms. Jigna Prajapati (DIN: 07729752):

“RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or re-enactment thereof for time being in force), Ms. Jigna Prajapati (DIN: 07729752), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from February 1st, 2023 and who holds office till the date of the AGM, and in respect of whom the Company had received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013 signifying their intention to propose Ms. Jigna Prajapati (DIN: 07729752) as a candidate for the office of a director of the Company be and is hereby appointed as an Independent Woman Director of the Company for a term of five years ending on January 31st, 2028, not liable to retire by rotation.”

“FURTHER RESOLVED THAT, the Company secretary or any Director of the Company are jointly/severally be and are hereby authorized to file, sign the relevant papers, documents, etc. as required to give effect to the above resolution and submit the e-forms with ROC.”

4. Special Business-Special Resolution- Re-Appointment of Independent Director – Mr. Pramod Gopaldas Gujarathi (DIN: 00418958):

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Pramod Gopaldas Gujarathi (DIN: 00418958), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company had received a notice in writing under Section 160 of the Act from a member proposing their candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years.”

“FURTHER RESOLVED THAT, the Company secretary or any Director of the Company are jointly/severally be and are hereby authorized to file, sign the relevant papers,



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documents, etc. as required to give effect to the above resolution and submit the e-forms with ROC.”

5. Special Business-Ordinary Resolution- Re-Appointment of Non-Executive Director – Mr. Rushabh Suresh Mehta (DIN: 00784327):

“**RESOLVED THAT**, pursuant to Section 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or re-enactment thereof for time being in force), Mr. Rushabh Suresh Mehta (DIN: 00784327) be and is hereby appointed a Non- Executive Director of the Company, liable to retire by rotation, and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Companies Act, 2013 signifying their intention to propose Mr. Rushabh Suresh Mehta (DIN: 00784327) as a candidate for the office of a Non- Executive director of the Company be and is hereby appointed as an Non- Executive Director of the Company for a term of five years ending on 27th September, 2028.”

“**FURTHER RESOLVED THAT**, the Company secretary or any Director of the Company are jointly/severally be and are hereby authorized to file, sign the relevant papers, documents, etc. as required to give effect to the above resolution and submit the e-forms with ROC.”

The Chairman informed the shareholders that Mr. Nitin Sarfare, a Practising Company Secretary has been appointed as the scrutinizer for the e-voting and poll at this meeting and to report on the combined voting results.

The Chairman informed the members that the result of the voting will be declared and communicated to the stock exchange and will be posted on the website of the company, as prescribed statutorily.

The Chairman than thanked all the members for their participation in the meeting.

We request you to take the above on records.

Thanking you,

**Yours Faithfully,
For Chemiesynth (Vapi) Ltd**

**Jay Pansuria
Company Secretary
Membership No. F-12628.**