

Date : 28th September, 2018

To,

The Manager,

BSE Limited,

Corporate Relationship Department,

PhirozeJeejeebhoy Tower,

Dalal Street, Mumbai – 400001

Scrip Code : 539230

Sub : Proceedings of the 32nd AGM – Reg. 30 of the SEBI (LODR) Regulations, 2015

Dear Sir,

We enclosed herewith, pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with Schedule III thereof, copy of proceedings of the 32nd Annual General Meeting of the Company held on Friday, 28th September, 2018 from 11:30 am to 1:00 pm at the Registered office at plot no. 27, GIDC, Vapi – 396 195.

Yours faithfully,

For Chemiesynth (Vapi) Limited.



Shinil Unnikrishnan Nambrath

Company Secretary

Place: Vapi

Date: 28/09/2018.

**Proceedings of 32nd Annual General Meeting of CHEMIESYNTH (VAPI) LTD held on Friday,
28th September, 2018 at 11:30 am.**

As per the notice dated 24th August, 2018, the 32nd Annual General Meeting was held on Friday, 28th September, 2018 at 11:30 am at registered office at Plot No. 27, GIDC, Vapi, Dist : Valsad – 396195.

Mr. Satish Zaveri occupied the chair with the consent of all present members.

In attendance: Mr. Parimal Desai (CFO) and Mr. Shinil Nambrath (CS).

A total of 16 Members (including three directors) attended the 32nd AGM as per the Members attendance register (attendance slip register). No proxy form was received. The representatives of Secretarial Auditor cum scrutinizer and Mr. Milin J Jani, Statutory Auditors were also present.

All directors were present except Mr. Pramod Gopaldas Gujarathi. Leave of absence was granted to Mr. Pramod Gopaldas Gujarathi.

The chairman informed members that register of contract/transactions with related party in form MBP-4, register of directors and KM

Inspection of the documents relating to related party transactions are also placed for inspection.

Notice of 32nd Annual General Meeting was read by Mr. Satish K. Zaveri (DIN:00158861). He further informed members that pursuant to the Companies Act, 2013 and listing agreement, facility of remote e-voting has been provided by availing facility of National Securities Depository Limited (NSDL).

The Chairman requested Managing Director, to explain the financial statement and performance of the company during the financial year 2017-18. MD placed the performance of the company before members. He further expounded the efforts of the Board of Directors for improving conditions of the Company.

The meeting was called on by the chairman.



Sales Office:

S-421/002, 4th floor, Freshwater Business Park, Vidyacharan (West), Mumbai - 400 026, India
Tel.: +91 (22) 25144052 / 25143957 Web: www.chemiesynth.com

Regd. Office & Works:

Plot No. 27, GIDC, Vapi, Gujarat - 396195, India Tel.: +91 260 3483885-3483000
CIN: L28110GJ000474 C068534

The following businesses were transacted.

Ordinary Business:

Item Number 1: To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, 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.

The above item no. 1 was proposed by Mr. Sunil B Desai and seconded by Mr. Ashok G Shelar.

Item Number 2: To appoint a director in place of Mr. Bhanuraj N Mehta (DIN: 00158885), liable to retire by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment and to pass the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 152(6) and all other provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Bhanuraj N Mehta (DIN: 00158885) be and is hereby appointed as director of the company, liable to retire by rotation."

The above item no. 2 was proposed by Mr. Ashok K Chiniwala and seconded by Mr. Raghunath Parab.

Special Business:

Item Number 3: Appointment of Independent Director- MS. ZARNA NILESH SHAH.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"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. Zarna Nilesh Shah (DIN: 08182313), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from August 08, 2018 and who holds office till the date of the AGM, and in respect of whom

as an Independent Woman Director of the Company for a term of five years ending on August 07, 2023, not liable to retire by rotation."

The above item no. 3 was proposed by Mr. Hemantkumar R Patel and seconded by Mr. Rajnikant B Patel.

Item Number 4: Appointment of Independent Director- MR. PRAMOD GOPALDAS GUJARATHI.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"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), Mr. Pramod GopalDas Gujarathi (DIN: 00418958), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from May 30, 2018 and who holds office till the date of the AGM, 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 his intention to propose Mr. Pramod GopalDas Gujarathi (DIN: 00418958) as a candidate for the office of a director of the Company be and is hereby appointed as an Independent Director of the Company for a term of five years ending on May 29, 2023, not liable to retire by rotation."

The above item no. 4 was proposed by Mr. Yashraj Mehta and seconded by Mr. Yogesh B Desai.

Item Number 5: Appointment of Non-Executive Director – MR. RUSHABH SURESH MEHTA.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"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: 00418958), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from May 30, 2018 and who holds office till the date of the AGM, 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 his intention to propose Mr. Rushabh Suresh Mehta (DIN: 00418958) as a candidate for the office of a director of the Company be and is hereby appointed as an Independent Director of the Company for a term of five years ending on May 29, 2023, not liable to retire by rotation."

Then, the chairman ordered for the poll on all above resolutions and requested the Members to cast their votes on each of agenda items by putting a tick mark in column of "FOR" or "AGAINST", as the case may be, sign the ballot paper and drop the same in the ballot box kept in meeting room.

The chairman further informed all members that whomsoever is interested in any of the above resolutions should abstain from voting on such resolution.

Then the chairman requested representative of Scrutinizer for an orderly conduct of voting. CS Samata Saraf Scrutinizer demonstrated the empty ballot box and sealed the same in presence of the members.

The chairman announced that the result of voting i.e. remote e-voting result (including sending assent/dissent form to scrutinizer) and result of voting done at the meeting along with consolidated result shall be announced on 29th September, 2018. He further informed members that same result would also be intimated to BSE Ltd and NSDL and would be available at registered office of the Company.

All members filled their ballot paper and dropped the same in Ballot Box.

The Chairman thanked all members for their presence and support.

For Chemiesynth Vapi Ltd



Shinil Unnikrishnan Nambrath

Company Secretary

Place: Vapi

Date : 28/09/2018.