



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RESINOVA CHEMIE LIMITED WILL BE HELD ON TUESDAY, 31<sup>ST</sup> AUGUST, 2021 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 207/1, ASTRAL HOUSE, B/H. RAJPATH CLUB, OFF S. G. HIGHWAY, AHMEDABAD-380 059, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:**

.....

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2021 and Statement of Profit & Loss Account for the year ended on 31<sup>st</sup> March 2021 and the Reports of the Directors' and the Auditors' thereon.
2. To re-appoint Mr Rajesh Dwivedi, Whole-time Director (DIN: 07310626), who retires by rotation, and being eligible for re-appointment, offers herself for reappointment.

### **SPECIAL BUSINESS:**

3. To approve remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2022, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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."

4. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, read with Schedule IV of the Act, as amended from time to time, Mrs. Kaushal Nakrani (DIN: 08405226), who was appointed as an Additional Independent Director of the Company by the Board of Directors w.e.f August 25, 2020 pursuant to the provisions of Section 161 of the Act and Articles

of Association of the Company and who holds office upto the date of this Annual General Meeting and 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 Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing w.e.f August 25, 2020.”

**RESOLVED FURTHER THAT** any of the Directors of the Company 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.”

5. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule IV of the, as amended from time to time, Mr. Viral Jhaveri (DIN: 08277568), who was appointed as an Additional Independent Director of the Company by the Board of Directors w.e.f February 11, 2021 pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and 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 Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing w.e.f. February 11, 2021.”

**RESOLVED FURTHER THAT** any of the Directors of the Company 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.

#### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10% 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 MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LOGED/DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The members are required to notify the change in the address, if any, to the Company immediately.

3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Brief resume and other details of the directors being appointed in the Annual General Meeting are provided in the explanatory statement to the notice.
6. Relevant documents referred to in the accompanying Notice and the statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their questions to the Director of the Company so as to reach at least seven days before the date of the meeting, so that the information may be made available at the meeting to the best extent possible.

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**For Item No 3**

As per the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the cost auditors fixed by the Board of Directors shall be ratified by the members by passing a resolution.

The Board of Directors has appointed M/s BRS & Associates, Cost Accountants as the Cost Auditors to carry out the audit of cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2022 and decided the remuneration of Rs. 50,000 (Rupees Fifty Thousand only) plus applicable service tax and out of pocket expenses.

In View of the Same the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members

None of the Directors, Key Managerial Personnel or their relatives, is, in any way, concerned or interested in the resolution except in their capacity as shareholders.

**For Item No 4**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors vide resolution dated August 25, 2020 appointed Mrs. Kaushal Nakrani as an Additional Director and also as an Independent Director, for a term of five years w.e.f August 25, 2020, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mrs. Kaushal Nakrani as a Director.

Mrs. Kaushal Nakrani has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management.

Mrs. Kaushal Nakrani is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The terms and conditions for appointment of Mrs. Kaushal Nakrani as an Independent Director of the Company shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Brief resume and other details of Mrs. Kaushal Nakrani are provided in annexure to the Notice pursuant to the provision of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Kaushal Nakrani, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **For Item No 5**

#### **EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors vide resolution dated February 11, 2021 appointed Mr. Viral Jhaveri as an Additional Director and also as an Independent Director, for a term of five years w.e.f February 11, 2021, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 ("Act"), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mr. Viral Jhaveri as a Director.

Mr. Viral Jhaveri has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management.

Mr. Viral Jhaveri is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The terms and conditions for appointment of Mr. Viral Jhaveri as an Independent Director of the Company shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Brief resume and other details of Mr. Viral Jhaveri are provided in annexure to the Notice pursuant to the provision of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Viral Jhaveri, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

**By the Order of the Board of Directors**

**Date: 18<sup>th</sup> May, 2021**  
**Place: Ahmedabad**

Sd/-  
**Sandeep P. Engineer**  
**Chairman and Managing Director**