



SANGINITA CHEMICALS LTD.

(Erstwhile known as Sanginita Chemicals Pvt. Ltd.)

MANUFACTURERS & SUPPLIERS OF CHEMICALS

Regd. Office	: 301, Shalin Complex, B/H Megh Malhar Complex, Sector-11, Gandhinagar - 382 011, Gujarat State.
Factory	: Block No. 1133, Nr.GIDC-Chhatral Phase IV, At.: Chhatral, Ta. Kalol, Dist. Gandhinagar, Gujarat State.
Phone	: (O.& Fax) 079-23240270, M.: 98240 65056, 93270 23982, 98792 30034
e-mail	: dbchavada@yahoo.co.in / sanginitachemicals@yahoo.com
Website	: www.sanginitachemicals.co.in.
CIN	: L24100GJ2005PLC047292

To,
The National Stock Exchange of India Limited (EMERGE SME Platform)
Bandra Kurla Complex (Bandra East)
Mumbai-400051

3rd September, 2018

SYMBOL: SANGINITA

Dear Sirs;

Sub: Notice of 13th Annual General Meeting

We are enclosing herewith the copy of the Notice of 13th Annual General Meeting scheduled to be held on Friday, the 28th September, 2018 at 2.30 p.m. at the Registered Office of the Company at 301, 3rd Floor, Shalin Complex, Sector- 11, Gandhinagar- 382 011.

The Company is in the process of dispatching the copy of Notice of 13th AGM along with Annual Report to the members of the Company.

The 13th Annual Report will be submitted to the Stock Exchange in due course as required by Regulation 34 of the SEBI (LODR) Regulation, 2015.

This is in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For, SANGINITA CHEMICALS LIMITED

DINESHSINH B. CHAVADA (DIN: 01497977)
CHAIRPERSON AND MANAGING DIRECTOR



NOTICE

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

Date	: 28 th September, 2018
Day	: Friday
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 2017-18 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 2017-18 comprising of Balance Sheet as on 31st March, 2018 and the Profit and Loss Statement for the Financial year ended on 31st March, 2018 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 Mr. Vijaysinh D. Chavda (DIN: 00479413), who retires by rotation and being eligible, offers himself for re appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“RESOLVED THAT the retiring Director, Mr. Vijaysinh D. Chavda (DIN: 00479413), be and is hereby reappointed, as a Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of Auditors made, in the 9th Annual General Meeting for holding the office from the conclusion of 9th Annual General Meeting till the conclusion of the 13th Annual General Meeting and to fix their remuneration and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, appointment of M/s. B. K. Chavda & Co., Chartered Accountants as Auditors of the Company, made in the 9th Annual General Meeting (AGM) held on 28th July, 2014, for the period from the conclusion of that 9th AGM till the conclusion of the 13th AGM, be and is hereby ratified.

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.”

SPECIAL BUSINESS:

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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Shareholders of the Company do hereby approve/ratify the remuneration of Rs. 20,000/- Plus service tax and reimbursement of travelling & other incidental expense on actual basis payable to Mr. Rajendra Patel for the FY 2014-15 and remuneration of Rs. 20,000/- plus applicable tax & out of pocket expense on actual basis p.a. to M/s. A. G. Tulsian and Co., Cost Accountant/s, for the FY 2015-16 to 2017-18.

RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Board of Directors of the Company, be and is hereby authorized to appoint and fix the remuneration of Cost auditors from time to time and such remuneration shall be considered as ratified by the Shareholders until the remuneration of such cost auditors crossed the limit of Rs. 25,000/- p.a. plus applicable tax & out of pocket expense on actual basis for each cost audit period.

RESOLVED FURTHER THAT Board of Directors, be and is hereby authorized to fix the remuneration of cost auditors from time to time not exceeding the limit of Rs. 25,000/- p.a. plus applicable tax for each cost audit period and reimburse the out of pocket expenses as may be incurred by the cost auditor during the course of their audit and performance of their duties as cost auditors of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and other things as may be required or considered necessary, expedient or incidental thereto for giving effect to aforesaid resolution.”

5. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and in continuation of the resolutions passed at the General meetings for the appointment and payment of remuneration of Managing Director/s, Whole Time Director/s (“Executive Directors”) under the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof], the Company do hereby accords its approval to the payment of remuneration in excess of 2.5% of the Net Profit (computed in a manner laid down in Section 198 of the Companies Act, 2013) to each of its Executive Directors and also payment of remuneration in excess of 5% of the Net Profit to all its Executive Directors for each of the financial years from 2018-19 and onwards, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013 and as approved by the members of the Company in General meeting at the time of approving their current tenure of appointment and remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions.”

Registered Office:

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

Date: 30th April, 2018

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 THAT 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.**
- 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 Friday, the 21st September, 2018 to Friday, the 28th September, 2018 (both days inclusive).
- 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.
- 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.
- 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.
- Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
- The Notice of the 13th 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.
- 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.
- 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.
- 11. Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013**

ITEM NO. 4:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board has approved the appointment of Mr. Rajendra Patel, Cost Accountant, to conduct the audit of the cost records of the Company for the financial year 2014-15 and M/s. A. G. Tulsian and Co., Cost Accountant/s, for each of the FY 2015-16 to 2017-18.

Further, according to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Board of Directors of the Company is authorized to appoint the cost auditors of the Company and approved the remuneration of cost auditors subject to ratification by shareholders.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15 to 2017-18.

Moreover, in respect of financial year 2018-19 and onwards, in order to give flexibility to the Board of Directors for fixing the remuneration of cost auditors from time to time, it is proposed to obtain approval of shareholders authorizing Board of Directors to approve remuneration of cost auditors, not exceeding the limit as approved by the shareholders.

The Directors recommend this resolution to be passed as an Ordinary Resolution.

None of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

ITEM NO. 5:

As per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, upon insertion of Regulation 17 (6) (e) in SEBI LODR (Amendment) Regulations, 2018, the Company cannot pay remuneration exceeding 2.5% of the net profit or Rs. 5 Crores whichever is more to each the managerial personnel. Moreover, the total remuneration payable to all Executive Directors shall not exceed 5% of the net profit of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

Hence, it is necessary for the Company to pass the Special resolution for payment of remuneration to all Executive Directors above the limits prescribed in the said Regulation inserted by the said SEBI Circular dated 9th May, 2018.

As the Company is SME listed, this Regulation 17 as such is not applicable. However, the approval of the members is of enable nature and has been sought as a good practice.

The Board recommends the adoption of the Special Resolution contained in Item no. 5 of the notice. Mrs. Hansaben D. Chavada, Mr. Dineshsinh B. Chavada, Mr. Vijaysinh Dineshsinh Chavda and Ms. Sangitaben Dineshsinh Chavda are deemed to be concerned or interested in the said resolution to the extent of remuneration which may be drawn by the Executive Directors of the Company. No other Director, Key managerial personnel or their relatives are concerned or interested in passing of the Special Resolution as set out at Item No. 5 of the notice convening the 13th Annual General Meeting.

The Board recommends the adoption of the Special Resolution contained in Item no. 5 of the notice to enable the payment of remuneration which may be in excess of the said SEBI LODR Regulation, but which is otherwise permissible under Schedule V of the Companies Act, 2013.

Registered Office:

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

Date: 30th April, 2018

CIN:L24100GJ2005PLC047292

By Order of the Board

sd/-

Dineshsinh B Chavada

(DIN: 01497977)

Chairperson & Managing Director

ANNUAL REPORT 2017-2018

Details of Director/s Seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Mr. Vijaysinh Dineshsinh Chavda (DIN: 00479413)
Date of Birth	27/10/1980
Date of the first Appointment on the Board	15/12/2005
Qualification	Chemical Engineer
Expertise in Specific functional areas	Chemical business
Directorships held in other Companies	Sanginita Industries Private Limited
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	Mr. Vijaysinh D. Chavda is liable to retire by rotation. The Company has been paying remuneration to Mr. Vijaysinh D. Chavda as Whole-time Director in accordance with the terms and conditions approved by the members at the Extra Ordinary General Meeting held on 30 th November, 2016. For financial year 2017-18 Mr. Vijaysinh Chavda was paid remuneration of Rs. 3,60,000 as Whole-time Director.
Number of Board Meetings attended during the year	5 (Five)
Memberships/ Chairmanships of committees of Board of Directors of Company	2 (Two)
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil
Number of shares held in the Company	9,16,500 Equity shares
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.

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 13th Annual General Meeting of the Company, to be held on the 28th day of September, 2018 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 2017-2018

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 Mr. Vijaysinh D. Chavda (DIN: 00479413), who retires by rotation and being eligible, offers himself for re appointment.
3	To ratify the appointment of M/s B. K. Chavda & Co. as Statutory Auditors and to fix their remuneration.
Special Business	
4	To ratify remuneration to Cost Auditors
5	To approve remuneration as per Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015

Signed this..... day of..... 2018

Signature of shareholder:

Affix
Revenue
Stamp

Signature of Proxy holder(s):

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

13th 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 13th Annual General Meeting held at on 28th September, 2018 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

