

**N O T I C E**

**NOTICE** is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING** of the Members of **SUNITEE CHEMICALS LIMITED** (CIN: L24110GJ1992PLC017164) will be held on Wednesday, September 30, 2015 at 9.30 a.m. at the registered office of the Company at 24, Laxmi Chambers, Navjeevan Press Road, Opp. Old Gujarat High Court, Ahmedabad- 380014, Gujarat (Route map appended separately) to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in Place of Mrs. Priti Patadia (02127293), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration.

**“RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. Anam & Associates, Chartered Accountants (ICAI Firm Registration No. 105310W), the retiring auditors of the Company, be re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the fifth consecutive AGM of the Company to be held in the year 2020 (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration to be decided by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

4. 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 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sagar Soni (DIN: 07047446), who was appointed as an Additional Director by the Board of Directors of the Company with effect from December 18, 2014 and who holds office till the date of this AGM, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajeshbhai Chhaganbhai Desai (DIN: 07047426), who was appointed by the Board of Directors as an additional (Independent) director of the Company with effect from December 18, 2014 and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, (‘the Act’) and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30<sup>th</sup> September, 2015, not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197,198 203 and all other applicable provisions of the Companies Act 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the company and subject to such approvals, permissions, and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the members be and is hereby accorded to the appointment of Mr. Sagar Soni as the Managing Director of the Company w.e.f. December 18, 2014 for a period of 5 years on Nil remuneration.

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 203 and all other applicable provisions of the Companies Act, 2013 read with applicable Rules and subject to requisite approvals, Mr. Sagar Soni, be and is hereby also appointed as Chief Financial Officer (CFO) of the Company w.e.f December 18, 2014 and shall be a Key Managerial Personnel of the Company, to be designated as Managing Director & CFO, on Nil remuneration.

**RESOLVED FURTHER THAT** in terms of the proviso to section 203(3) of the Act, approval of the Board be accorded to Mr. Sagar Soni to accept non-executive directorships in other companies from time to time subject to the restrictions as to the number of his Directorships as contained in the relevant provisions of the Act and such conditions as may be imposed by other applicable law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, and subject to the approval of the shareholders, any director of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to issue the letter of appointment including the terms of appointment to Managing Director.”

**By Order of the Board of Directors  
For, SUNITEE CHEMICALS LIMITED**

**Date: 04.09.2015  
Place: AHMEDABAD**

**SAGAR SONI  
CHAIRMAN & MANAGING DIRECTOR**

**Registered Office:  
24, Laxmi Chambers,  
Navjeevan Press Road,  
Opp. Old Gujarat High Court, Ahmedabad- 380014**

**Notes:**

- A. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item Nos. 4, 5 and 6 is also annexed hereto.
- B. A Member Entitled to attend and Vote at the Meeting is entitled to appoint a Proxy to attend and Vote instead of himself and a Proxy need not be a Member.
- C. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.

- D. A person can act as a 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 a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
- E. The Company's Registrar and Transfer Agents for its Share Registry Work are **Purva Sharegistry (India) Pvt. Ltd.** No-9, Shiv Shakti Industrial Estate, Ground Floor, J.R.Borich Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai-400011.
- F. The Register of Members and Transfer Books of the Company will be closed from September 26, 2015 to September 30, 2015 (both days inclusive).
- G. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to **Purva Sharegistry (India) Pvt. Ltd.** at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- H. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form)
- I. Members are requested to:
- (a) intimate to the Company's Registrar and Transfer Agents, **Purva Sharegistry (India) Pvt. Ltd.**, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
  - (c) quote their folio numbers/Client ID/DP ID in all correspondence; and
  - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- J. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- K. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.
- L. Mr. Shankar Prasad Bhagat, Practicing Chartered Accountants (Membership No. F052725) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- M. PROCEDURE FOR REMOTE E-VOTING
- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 23<sup>rd</sup> Annual General Meeting (AGM). The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facility.
  - II. Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

**Instructions:**

A. In case a Member receives an e-mail from NSDL [for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:

(i) Open e-mail and open the PDF file 'Sunitee e-voting.pdf' attached to the e-mail, using your Client ID/Folio No. as password.

The said PDF file contains your User ID and Password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

(ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login.

(iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.

(v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting opens. Click on e-Voting – Active Voting Cycles.

(vii) Select 'EVEN' (E-voting Event Number) of Sunitee Chemicals Limited.

(viii) Now you are ready for e-voting as 'Cast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [suniteechemicals@rediffmail.com](mailto:suniteechemicals@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a member receives physical copy of the Notice of AGM [for members whose e-mails IDs are not registered with the Company/ Depository Participant(s)]:

(i) EVEN, User ID and Initial Password/PIN will be provided at the bottom of the Attendance Slip for the AGM.

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote.

III. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and 'e-voting user manual' for Shareholder available at the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No. 1800-222-990. In case of any grievance(s) in connection with voting by electronic means, you may send an e-mail to [suniteechemicals@rediffmail.com](mailto:suniteechemicals@rediffmail.com) or [suniteechemicals@rediffmail.com](mailto:suniteechemicals@rediffmail.com)

IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.

V. The e-voting period commences on Saturday, September 26, 2015 (9:00 a.m. IST) and ends on Tuesday, September 29, 2015 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 23, 2015, may cast their vote electronically through remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. At the end of the remote e-voting period, the facility shall forthwith be blocked. The Company has opted to provide the same electronic voting system at the AGM, as used during remote e-voting and the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting only by the Members holding shares as on the cut-off date, attending the AGM and who have not already cast their vote through 'remote e-voting'. Members who have cast their vote through 'remote e-voting' may also attend the meeting but shall not be entitled to cast their vote again.

VI. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on Wednesday, September 23, 2015, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.

VII. Members of the Company who acquire shares after the dispatch of the Notice and hold shares as on the cutoff date i.e. September 23, 2015, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [suniteechemicals@rediffmail.com](mailto:suniteechemicals@rediffmail.com). However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password/PIN for casting their vote. If they have forgotten their password, they can reset their password by using 'Forgot User Details/ Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free No. 1800-222-990.

VIII. The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at [www.suniteechemicalsltd.com](http://www.suniteechemicalsltd.com) and the website of NSDL: <https://www.evoting.nsdl.com> immediately after the result is declared by the Whole Time Director and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.

IX. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue: Opposite to the Old Gujarat High Court.

**By Order of the Board of Directors  
For, SUNITEE CHEMICALS LIMITED**

**Date: 04.09.2015**

**Place: AHMEDABAD**

**Registered Office:**

**24, Laxmi Chambers,**

**Navjeevan Press Road,**

**Opp. Old Gujarat High Court, Ahmedabad- 380014**

**SAGAR SONI  
CHAIRMAN & MANAGING DIRECTOR**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. – 4 and 5**

Mr. Sagar Soni was appointed as an additional director under Section 161 of the Companies Act, 2013 w.e.f. December 18, 2014, at the meeting of the Board of Directors held on December 18, 2014. He is proposed to be confirmed and appointed as a director of the Company, as his induction on the Board would be beneficial to the Company.

Mr. Rajeshbhai Desai was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on December 18, 2014. Mr. Desai is Matriculation passed but has a rich experience in the field of general business management and administrative matters. Pursuant to the provisions of section 149 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company should have at least half of the total number of Directors as Independent Directors. The tenure of the Independent Director will be for a period of five years and the provisions relating to retirement of Directors by rotation shall not be applicable to Independent Directors.

The Company has received Notices in writing from Members along with the requisite deposit in accordance with section 160 of the Act, proposing the candidature of Mr. Soni as a Director and Mr. Desai as an Independent Director.

The Company has also received the declaration from Mr. Rajeshbhai Desai to the effect that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, each Mr. Desai fulfills the conditions specified in the Act read with the relevant Rules for his appointment as an Independent Director and he is independent of the management. Brief Profile of the Director and Independent Director to be appointed, the nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanship of Board Committees, shareholding in the Company, etc., as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges are furnished herein below:

**DISCLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT/RE-APPOINTMENT OF DIRECTORS. BRIEF PARTICULARS OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS FOLLOWS:**

Name	Mr. Desai Chhaganbhai Rajeshbhai	Mr. Sagar Harshadkumar Soni	Mrs. Preeti Patadiya
Din No	07047426	07047446	02127293
Date of Birth	03/08/1990	22/09/1991	23/05/1983
Date of Appointment	18/12/2014	18/12/2014	04/10/2011
Directorship held in other companies	Nil	Nil	Nil
Memberships/Chairmanships of Committees across Public Companies	Nil	Nil	Nil
Brief Profile covering experience, achievements etc	Service	Service	Service
Qualifications	S.S.C	Graduation	Graduation
Shares held in the Company	Nil	Nil	Nil

The Board considers that the expertise and knowledge of the abovementioned Directors would be of immense benefit and value to the Company and it is desirable to avail of their services as Director/Independent Director. Accordingly, the Board recommends the Ordinary Resolutions in relation to appointment of Mr. Sagar Soni as a Director and Mr. Rajeshbhai Desai as an Independent Director, for approval by the shareholders of the Company. Mr. Sagar Soni and Mr. Rajeshbhai Desai being appointees may be deemed to be interested in the Resolutions for their respective appointments as set out in Item Nos. 4 and 5 of the Notice.

The induction of Mr. Sagar Soni as a director and Mr. Rajeshbhai Desai as an independent director on the Board would be beneficial to the Company.

Except as provided above, none of the other Directors, promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4 and 5 of the Notice.

**Item No. – 6**

Pursuant to provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed Company or Every other public company having paid up share capital of Rs. 10 Crores or more are require to (i) appoint Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director; (ii) Company secretary and (iii) Chief Financial Officer. In view of compliance of the provisions of the Companies Act, 2013 Mr. Sagar Soni was appointed by the Board of Directors as Managing Director of the Company w.e.f December 18, 2014. Further, he was also appointed as Chief Financial Officer of the Company with effect from December 18, 2014. He was designated as Managing Director & CFO of the Company. Mr. Soni was appointed for a period of 5 (Five) years on Nil remuneration. There are no other terms and conditions for his appointment as MD & CFO.

Mr. Sagar Soni has rich experience in the fields of finance and general business management.

Accordingly, approval of the Members is sought for passing a Special Resolution as set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. Except Mr. Soni himself.

**By Order of the Board of Directors  
For, SUNITEE CHEMICALS LIMITED**

**Date: 04.09.2015**

**Place: AHMEDABAD**

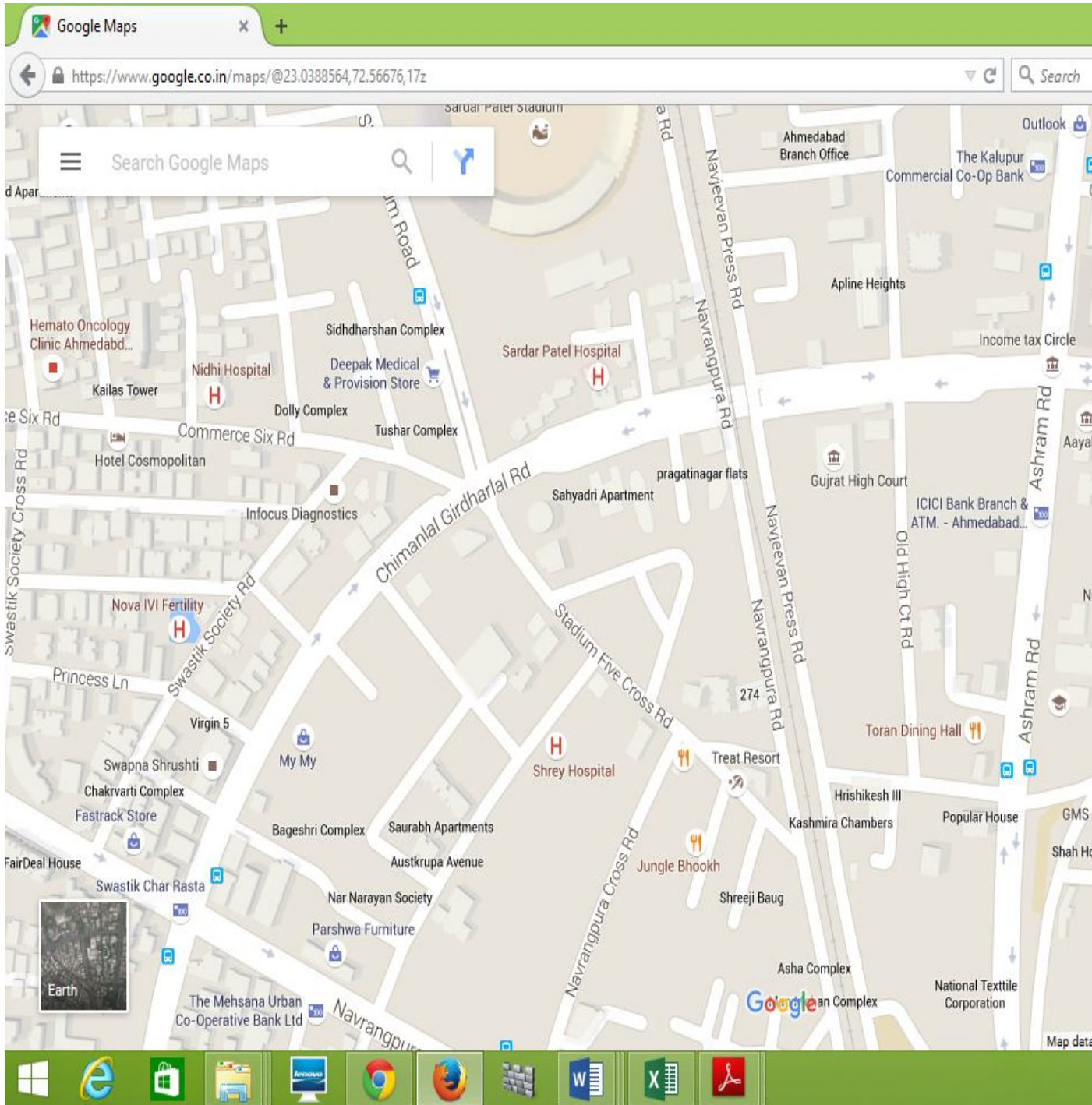
**Registered Office:**

**24, Laxmi Chambers,**

**Navjeevan Press Road,**

**Opp. Old Gujarat High Court, Ahmedabad- 380014**

**SAGAR SONI  
CHAIRMAN & MANAGING DIRECTOR**



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