

**NOTICE IS HEREBY GIVEN THAT THE 2<sup>nd</sup> EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF COMED CHEMICALS LIMITED (“COMPANY”) WILL BE HELD ON TUESDAY, 1<sup>ST</sup> DAY OF SEPTEMBER, 2020 AT 2.30 PM. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2ND FLOOR, SUN PLAZA-1, NR.VADSAR BRIDGE, GIDC ROAD, VADODARA VADODARA GJ 390010 IN TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

**SPECIAL BUSINESS:**

**ITEM NO. 1. CONVERSION OF COMPANY INTO PRIVATE LIMITED COMPANY:**

*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 Section 13, 14 and any other applicable provisions of the Companies Act, 2013, if any and subject to the approval of the Central Government, (powers delegated to the RD by Central Government) the consent of the shareholders of the Company be and is hereby given to convert the Company from 'Public Limited' to 'Private Limited' and consequently the name of the company be changed from **“COMED CHEMICALS LIMITED” to “COMED CHEMICALS PRIVATE LIMITED”** by inserting the word 'Private' before the word 'Limited'.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

**“RESOLVED FURTHER THAT** Mr. Jaswinder Singh Sethi, Managing Director (DIN: 00024116) and Ms. Satvinder Pal Kaur, Whole-time Director (DIN: 01579450) of the Company and Mr. Gurvinder Singh Sarin, Practicing Company Secretary be and are hereby severally authorized be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

**ITEM NO. 2. ALTERATION OF NAME CLAUSE IN MEMORANDUM OF ASSOCIATION:**

*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 Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby

accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause:

Clause I **“The Name of the Company is COMED CHEMICALS PRIVATE LIMITED.”**

**RESOLVED FURTHER THAT** Mr. Jaswinder Singh Sethi, Managing Director (DIN: 00024116) and Ms. Satvinder Pal Kaur, Wholetime Director (DIN: 01579450) of the Company and Mr. Gurvinder Singh Sarin, Practicing Company Secretary be and are hereby severally authorized be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

**ITEM NO 3. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013 AND CONVERSION TO A PRIVATE LIMITED COMPANY:**

*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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the Articles of Association of the Company be and is hereby altered to be in conformity with the provisions of the Act relating to a Private Limited Company and thereby inserting the restrictive clause as per Section 2(68) of the Act.”

**“RESOLVED FURTHER THAT** the new set of Articles of Association pursuant to the Act be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.”

**RESOLVED FURTHER THAT** Mr. Jaswinder Singh Sethi, Managing Director (DIN: 00024116) and Ms. Satvinder Pal Kaur, Whole-time Director (DIN: 01579450) of the Company and Mr. Gurvinder Singh Sarin, Practicing Company Secretary be and are hereby severally authorized be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

**For and on behalf of the Board  
For Comed Chemicals Limited**

**Place: Vadodara  
Date: 06/08/2020**

**Sd/-  
Jaswinder Singh Sethi  
Managing Director  
DIN: 00024116  
45, GREEN PARK SOCIETY,  
MAKARPURA ROAD,  
VADODARA 390010 GJ IN**

## **NOTES:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and Circular No. 20/2020 dated May 05, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporate is entitled to appoint authorized representatives to attend the EOGM through VC/OAVM and participate thereat and cast their votes through e-voting.

### **2. LINK FOR PARTICIPATION & VOTING THROUGH ELECTRONIC MEANS:**

In compliance with the provisions as stated hereinbefore, Members may access the following link for participation in the meeting through **VC to be held on Zoom App**:

<https://us04web.zoom.us/j/78912705821?pwd=QXN0ZlBUMmlWZHJlVZHBQaWFQRVpjZz09>

**Meeting ID: 789 1270 5821**

**Password: 2q7K4W**

For any query related to technical support, please contact: **9033500629 (Ms. Kajal Golani, Company Secretary) or 9988501478 (Mr. Rajnish Kumar, Company Secretary, Sharma Sarin & Associates, Company Law Consultants)**

The facility of joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting. Hence, please note that the time for joining the meeting is 2.15PM.

3. During the Meeting held through VC facility, where a Poll on any item is required, the members shall cast their vote on the resolutions only by sending their emails from their email addresses which are registered with the company. Members are requested to cast their votes electronically by sending their assent/dissent through Email on [finance1@comedchemicals.com](mailto:finance1@comedchemicals.com) or [cs@comedchemicals.com](mailto:cs@comedchemicals.com) as and when a Poll is demanded on the Resolutions set forth in this Notice.
4. Since this EOGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EOGM through VC on its behalf and to vote through registered E-Mails. The said Resolution/Authorization shall be sent to the Company's designated email address: [finance1@comedchemicals.com](mailto:finance1@comedchemicals.com) or [cs@comedchemicals.com](mailto:cs@comedchemicals.com)
6. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020 and Circular No. 20/2020 dated May 05,2020, issued by the Ministry of Corporate Affairs, physical

attendance of the Members to the EOGM venue is not required. Hence, Members have to attend and participate in the ensuing EOGM through VC/OAVM.

7. Those Shareholders whose email IDs are not registered, are requested to register their email ID with [finance1@comedchemicals.com](mailto:finance1@comedchemicals.com) or [cs@comedchemicals.com](mailto:cs@comedchemicals.com) , by providing their Name as registered with company, email ID, PAN or Folio Number and Number of shares held by them.
8. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for all members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder' Relationship Committee, Auditors, who are allowed to attend the EOGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
10. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at [finance1@comedchemicals.com](mailto:finance1@comedchemicals.com) or [cs@comedchemicals.com](mailto:cs@comedchemicals.com) or at 2ND FLOOR, SUN PLAZA-1, NR.VADSAR BRIDGE, GIDC ROAD, VADODARA GJ 390010 IN.
11. All documents referred to in the Notice calling the EOGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at **www.comedchemicals.com**.
13. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020.

## **EXPLANATORY STATEMENT PURSUANT TO PROVISION OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO 1:**

As the members are aware that the Company was originally incorporated on 02/03/1988 as a Private Limited Company and was later converted into Public Limited Company with a fresh certificate of Incorporation dated 03/04/2001. The Board of Directors considered that since there is no involvement of public in the shareholding or management of the Company. The Company is closely held and a family owned concern having only 10 Shareholders and its requirements of funds is being met by the shareholders, directors and their relatives. The shares of the Company are not listed with any stock exchange. The Company does not intend to borrow any public funds for its operations and there is no involvement of public in the affairs of the Company.

As per the provisions of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for conversion of the Company to a Private Limited Company.

The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

Directors and their relatives are concerned or interested in the said resolution only in their capacity as a member of the Company.

### **ITEM NO 2:**

The conversion of the Company to a private limited company will result in amending the name clause of the Memorandum of the Company since the name of the Company will change from "COMED CHEMICALS LIMITED" to "COMED CHEMICALS PRIVATE LIMITED".

In terms of Section 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for amendment of the Memorandum of Association of the Company. The Board has approved the amendment at its meeting held on 03<sup>rd</sup> August, 2020.

The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

The Directors and their relatives are concerned or interested in the said resolution only in their capacity as a member of the Company.

### **ITEM NO 3:**

The Company was incorporated under the provisions of The Companies Act, 1956 and deemed to exist within the purview of The Companies Act, 2013. Hence the existing Articles of Association (AOA) were based on the Companies Act, 1956 and several

clauses/regulations in the existing AOA contain references to specific sections of The Companies Act, 1956 which are no longer in force.

With the coming into force of The Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions at several places. Also, as it is proposed to convert the Company into a Private Limited Company, it is considered expedient to adopt new set of Articles of Association in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013 applicable to a Private Limited Company.

In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

Directors and their relatives are concerned or interested in the said resolution only in their capacity as a member of the Company.

**For and on behalf of the Board  
For Comed Chemicals Limited**

**Place: Vadodara  
Date: 06/08/2020**

**Sd/-  
Jaswinder Singh Sethi  
Managing Director  
DIN: 00024116  
45, GREEN PARK SOCIETY,  
MAKARPURA ROAD,  
VADODARA 390010 GJ IN**