



# AMOL MINECHEM LIMITED

(Formerly known as Amol Dicalite Limited)

Registered Office / Corporate Office: 401, 'Akshay', 53, Shrimali Society, Navrangpura, Ahmedabad-380 009 (India)

Phone : +91-79-40246246, 26560458. Fax : +91-79-26569103. CIN : L14100GJ1979PLC003439.

E-mail: info@amolminechem.com, Website: www.amolminechem.com

## NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of the Company will be held on Monday, the 17<sup>th</sup> day of February, 2020 at 10.30 a.m. at the Fifth Floor, Conference Hall, "Akshay", 53, Shrimali Society, Navrangpura, Ahmedabad -380 009, to transact the following business:

### **Special Business:**

#### **1. Alteration of Objects clause in the Memorandum of Association of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, ("the Act") read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modifications or re-enactment thereof for the time being in force and Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Gujarat, Ahmedabad ("ROC") and/or any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub – clause under Part – A of Clause III, after the existing sub clause 3 and the existing sub clause of part B of clause III from 6 to 67 be renumbered accordingly:

4. To carry on business in India or elsewhere as manufacturers, producers, processors, makers, converters, refiners, packers, importers, exporters, traders, buyers, sellers, wholesalers, retailers, suppliers, indenters, movers, preservers, stockist, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, concessionaires, or otherwise deal in either solely or in partnership with others all types of construction chemicals, dry mortar mix of all types and kinds, all kinds of adhesives including tiles adhesives, all types of plasters including light weight plasters, insulating plasters, stucco, floor screeds, decorative ready mix plasters, concretes and such other construction chemicals and adhesives.
5. To manufacture, fabricate manipulate, alter, assemble, improve, prepare for market buy, sell and/or otherwise deal in all kinds of tanks and vessels including LNG and CNG storage tanks, LNG filling dispensers and associated equipments, Vaporizer and LNG and CNG Retro Fitment Kits on transport vehicles, buses and to operate LNG and CNG filling stations or otherwise, deal in either solely or in partnership with others.

"RESOLVED FURTHER THAT Part C of Clause III be deleted."

"RESOLVED FURTHER that Mr Shreyas Sheth, Managing Director, and Mr Naisadh I Parikh, Director of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause III of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority."

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CIN : L14100GJ1979PLC003439.  
**Date: 14<sup>th</sup> November, 2019**

**By Order of the Board**

**Shreyas C. Sheth**  
Chairman & Managing Director  
**(DIN: 00009350)**

### **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item No. 1 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. The instrument of Proxy is sent herewith, in case a member wants to appoint a proxy, duly completed and stamped proxy form, should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. Members /proxies/ authorized representatives are requested to bring attendance slip along with their copy of the Notice of this meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 6.00 p.m. on all working days upto the date of the Extra Ordinary General Meeting.
8. With a view to conserve natural resources, we request shareholders to update and register their email addresses with their Depository Participants or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. .31<sup>st</sup> January, 2020.
10. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
11. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide the e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. 31<sup>st</sup> January, 2020 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the “**Remote e-voting**”). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her discretion, subject to compliance with the instruction for e-voting.

In case of Members who are entitled to vote amongst members present in person at the meeting but have not exercised their right to vote by electronic means, the Chairman of the Company shall allow voting by way of poll for the businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting.

The Chairman of the Company or a person authorised by him in writing will declare the voting results based on the scrutinizer’s report received on e-voting and voting at the meeting. The consolidated scrutinizer’s report of the total votes casting favour or against, if any will be displayed on the Company’s website [www.amolminechem.com](http://www.amolminechem.com) and on the website of CDSL.

12. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on 06<sup>th</sup> February, 2020 (9..00 a.m.) and ends on 16<sup>th</sup> February, 2020 (5.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31<sup>st</sup> January, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ Address Sticker.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Amol Minechem Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

13. Shri Rajesh Parekh, Practicing Company Secretary (Membership No. ACS-8073) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
14. The resolution shall be deemed to have been passed on the date of the Extraordinary General Meeting, subject to the same being passed as Special Resolution with Seventy five percent or more (2/3rd Majority) majority.

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**Shreyas C. Sheth**  
Chairman & Managing Director  
(DIN: 00009350)



## **EXPLANATORY STATEMENT**

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out material facts including the nature and concern or interest of the Directors in relation to the items of Special business under item No 1 mentioned in the accompanying Notice:

### **Item No 5**

The Company is engaged in the business of manufacturing and dealing in Perlite Products. The Company proposes to manufacture and deal in construction chemicals, all kind of adhesives, dry water mix, various plasters and other products used in construction more specifically mentioned in proposed sub clause 4 in Part A of Clause III of Memorandum of Association.

The Company also proposes to manufacture and deal in storage tanks and vessels and vaporizers and other related equipments for LNG and CNG, Retro fitments kits, and installing the same in vehicles, and buses and also to set up and operate LNG and CNG filling stations, more specifically mentioned in the proposed sub-clause 5 of part A of Clause III of Memorandum of Association in the proposed special resolution.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 4 after the existing sub-clause 3 as stated in the Resolution in the annexed notice.

The above amendment would be subject to the approval of the Registrar of Companies, Gujarat, Ahmedabad and any other Statutory or Regulatory Authority, as may be necessary. A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

The Directors recommends the passing of the Resolution as set in Item No. 1 of the accompanying Notice as Special Resolution for the approval of the Members of the Company.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

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### ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday, the 17<sup>th</sup> day of February, 2020 at 10.30 a.m. at the Fifth Floor, Conference Hall, "Akshay", 53, Shrimali Society, Navrangpura, Ahmedabad -380 009 at 10.30 am.

Serial No : \_\_\_\_\_

Name and Registered Address of the Sole/First Named Member : \_\_\_\_\_

Name(s) of the Joint Member(s), if any : \_\_\_\_\_

Regd Folio No. / DP ID /Client ID No. : \_\_\_\_\_

Number of shares held : \_\_\_\_\_

Name of the Proxy / Representative : \_\_\_\_\_

Signature of the Member / Proxy / Authorized Representative \ \_\_\_\_\_

NAME OF THE HOLDER	FOLIO/DPID/CLIENT ID NO	NO. OF SHARES FOR ATTENTION OF MEMBERS





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## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member :	
Registered Address :	

I/We, being the member(s) of Amol Minechem Limited holding \_\_\_\_\_ shares of the company, hereby appoint:

- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
- Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company being held on Monday, the 17<sup>th</sup> day of February, 2020 at 10.30 a.m. at the Fifth Floor, Conference Hall, "Akshay", 53, Shrimali Society, Navrangpura, Ahmedabad -380 009 and at any adjournment thereof in respect of such resolutions as are indicated below:

### Special Business :

Sr. No	Resolution	For	Against
1	Alteration of Objects clause in the Memorandum of Association of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

(Affix Revenue Stamp of appropriate value)
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### NOTES:

- This form of Proxy in order to be effective should be duly completed and stamped and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Extra Ordinary General Meeting.
- In terms of Clause 6.4.1 of Secretarial Standard – 2 on General Meetings, the Proxy-holder shall prove his identity at the time of attending the Meeting.



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## THE ROUTE MAP

