**ARCHEAN CHEMICAL INDUSTRIES LIMITED**

*CIN: U24298TN2009PLC072270*

*Registered Office: No.2, North Crescent Road, T. Nagar, Chennai 600 017, Tamil Nadu, INDIA*

# 13th ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Shareholders of the Company will be held on Friday, the 8th July 2022 at 05.30 p.m. at the Registered Office of the Company at No.2, North Crescent Road, T. Nagar, Chennai 600 017 to transact the following businesses:

**ORDINARY BUSINESS:**

**Item No. 1**

To consider and approve standalone and consolidated Financial Statements of the Company for the year ended 31st March 2022, including the audited Balance Sheet as at 31st March 2022, the Statement of Profit and Loss and Cash Flow Statement of the Company, the reports of the Board of Directors and Auditors Report thereon.

**Item No. 2**

To appoint a Director in place of Mr. S Meenakshisundaram, (DIN - 01176085) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item No.3**

**To approve and regularize the appointment of Mr. P Ravi as Director by passing with or without modification(s), the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provision of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act 2013 (the Act) and the companies (Appointment and Qualification of Directors), Rule 2014 (including any statutory modifications or re-enactment thereof for the time being in force) nd other applicable laws Mr. P Ravi (DIN 02334379), who was appointed as Additional Director in Non-Executive Director capacity by the board on 29th January 2022 pursuant to the provisions of section 161 of the Act who holds office upto the date of this Annual General Meeting and as recommended by the Nomination and Remuneration Committee Mr. P Ravi be and is hereby appointed as Director in the capacity as Non-Executive Promoter Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such deeds, acts and things as may be required to give effect to this resolution including filing of e-forms with Ministry of Corporate Affairs

**Item No.4**

**To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2021-22 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, passing with or without modification(s), the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and the appointment and remuneration as recommended by the Audit Committee, the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousands Only) and re-imbursement of out of pocket expenses excluding applicable Tax payable to Mr. G Sunderasan, Cost Accountant, Chennai, for conducting cost audit of the Company for the financial year 2021-22, as approved by the Board of Directors of the Company, be and is hereby ratified.

**Item No.5**

**To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2022-23 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution as Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and the appointment and remuneration as recommended by the Audit Committee, the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousands Only) and re-imbursement of out of pocket expenses excluding applicable Tax payable to Mr. G Sunderasan, Cost Accountant, Chennai, for conducting cost audit of the Company for the financial year 2022-23, as approved by the Board of Directors of the Company, be and is hereby ratified.

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

2. A person can act as Proxy on behalf of members not exceeding fifty and holding 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 may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

3. Relevant Explanatory Statement pursuant to Section 102 (2) of the Companies Act, 2013, in respect of special business set out in Item no. 3 to 5 above is annexed hereto.

4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

**For and On behalf of the Board**

**P Ranjit**
**Managing Director**
**DIN: 01952929**

Place : Chennai
Dated : 1st July 2022

**EXPLANATORY STATEMENT UNDER SECTION 102 (2) OF THE COMPANIES ACT, 2013**

**Item No. 3** Mr. P Ravi (DIN: 02334379) was appointed as an Additional Director of the Company with effect from 29th January, 2022 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Mr. P Ravi holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. Mr. P Ravi would be designated as Non-Executive Promoter Director. He holds a degree of Bachelor of Science (business administration with a concentration in management) from Monmouth University, New Jersey. He has 14 years of experience in the chemical industry.

Except the appointee, and Mr. P Ranjit, none of the Directors of the Company and their relatives are interested in the aforesaid business as set out in Item No. 3

**Item No. 4** – Ratification of Remuneration to Cost Auditors for FY 2021-22 The Board, on the recommendation of the Audit Committee, has approved through Circular Resolution on March 31, 2022, the appointment of Mr. G Sunderasan, Cost Accountant, Chennai, at a remuneration of Rs. 75,000/-(Rupees Seventy Five Thousands Only) and re-imbursement of out of pocket expenses excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2021-22. In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends the Ordinary Resolution for your approval.

**Item No. 5** – Ratification of Remuneration to Cost Auditors for FY 2022-23 The Board, on the recommendation of the Audit Committee, has approved in its meeting held on May 30, 2022, the appointment of Mr. G Sunderasan, Cost Accountant, Chennai, at a remuneration of Rs. 75,000/-(Rupees Seventy Five Thousands Only) and re-imbursement of out of pocket expenses excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2022-23. In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends the Ordinary Resolution for your approval.

**For and On behalf of the Board**

**P Ranjit**
**Managing Director**
**DIN: 01952929**

Place : Chennai
Dated : 1th July 2022

**ARCHEAN CHEMICAL INDUSTRIES LIMITED**
CIN: U24298TN2009PLC072270

**ATTENDANCE SLIP**

| | |
|---|---|
| Folio No./DP ID: ______________________<br>Client ID: ____________________________ | No. of Shares held:____________________ |

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Thirteenth Annual General Meeting of the Company No.2, North Crescent Road, T. Nagar, Chennai 600 017.

| | |
|---|---|
| Member's Name_______________________ | Proxy's Name__________________________ |

Notes:

1. A Member entitled to attend & vote at the meeting is entitled to appoint a proxy to attend & vote on poll instead of him/her.

2. The proxy form duly signed across the revenue stamp should reach the Company's Regd. Office before the scheduled time of the meeting.

**ARCHEAN CHEMICAL INDUSTRIES LIMITED**
CIN: U24298TN2009PLC072270

**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(s) of the Member(s) | : | |
| Registered Address | : | |
| E-mail ID | : | |
| Folio no. / DP ID | : | |
| Client ID | : | |

I/We, being the Member(s) of Archean Chemical Industries Limited holding __________ Equity Shares hereby appoint:

| | |
|---|---|
| Name | |
| Address | |
| Email ID | |
| Signature | |

or failing him/ her

| | |
|---|---|
| Name | |
| Address | |
| Email ID | |
| Signature | |

as my/our Proxy to attend and vote for me/us and on my/our behalf at the Thirteenth Annual General Meeting of ARCHEAN CHEMICAL INDUSTRIES LIMITED to be held on 8th July 2022 at No.2, North Crescent Road, T. Nagar, Chennai 600 017 Tamil Nadu, INDIA and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Description |
|---|---|
| Ordinary Business | |
| 1 | To approve standalone and consolidated audited financial statements for the financial year ended 31st March 2022 |
| 2 | To appoint a Director in place of Mr. S Meenakshisundaram (DIN:01176085) who retires by rotation and being eligible offers himself for re-appointment. |
| Special Business | |
| 3 | To approve and regularize the appointment of Mr. P Ravi as Director |
| 4 | To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2021-22 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, passing with or without modification(s), the following resolution as an Ordinary Resolution: |
| 5 | To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2022-23 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, passing with or without modification(s), the following resolution as an Ordinary Resolution: |

Signed this ____ day of __________, 2022

AFFIX REVENUE STAMP

______________________ Signature of Shareholder

______________________ Signature of Proxy holders

NOTE: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company before the commencement of the Meeting.

**ROUTE MAP FOR THE LOCATION OF THE THIRTEENTH ANNUAL GENERAL MEETING TO BE HELD ON 8TH JULY 2022**

**No.2, North Crescent Road, T. Nagar, Chennai 600 017, Tamil Nadu, India**