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9th September, 2020

TO : ALL MEMBERS OF THE COUNCIL

SUB : 80TH ANNUAL GENERAL MEETING OF THE COUNCIL

NOTICE

Notice is hereby given that the 80th Annual General Meeting of the Indian Chemical Council will be held on **Friday, 25th September, 2020 at 5.00 p.m. through video conferencing** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and Statement of Income and Expenditure for the year ended 31st March, 2020 and Auditor's Report thereon and the Report of Board of Directors;
2. Election of directors:
 - (a) To appoint Mr Vijay Sankar (DIN: 00007875) as a Director who retires by rotation and being eligible for re-appointment.
 - (b) To appoint Mr Ravi Goenka (DN: 00059267) as a Director who retires by rotation and being eligible for re-appointment.
 - (c) To appoint Mr Ravi Kapoor (DIN: 01761752) as a Director who retires by rotation and being eligible for re-appointment.
 - (d) To appoint Mr Abhijit Chakraborty (DIN: 05232375) as a Director who retires by rotation and being eligible for re-appointment.
3. To note and approve election of the President, Vice President, 4 Regional Chairmen and 16 Members of the Executive Committee for the year 2020-21 pursuant to Article 25(ii) of the Articles of Association of the Company ;

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 4, 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to other approvals as may be necessary the Registered Office of the Company be and is hereby shifted from Kolkata in the State of West Bengal to Mumbai in the State of Maharashtra at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Mumbai – 400 001.

“RESOLVED FURTHER THAT Mr. Vijay Sankar and Mr. Ravi Goenka, Directors of the Company be and are hereby severally authorized to take all such actions as may be required to give effect to the above said resolution, including without limitation to appoint counsels/consultant and advisors, to file requisite application / form /return/documents with the Regional Director, Ministry of Corporate Affairs and the Registrar of Companies and also authorized to issue notice and advertisement and to do all such acts, deeds, and things as may be necessary and incidental for the above purposes and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

5. To consider and, if thought fit, to pass with or without modification, the following as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 4 and Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals as may be required, the Memorandum of Association of the Company be and is hereby altered, consequent to shifting of the Registered Office of the Company from the jurisdiction of Registrar of Companies in the State of West Bengal to Registrar of Companies in the State of Maharashtra at Mumbai, as under:

In Clause II of the Memorandum of Association of the Company be replaced as follows:

“The Registered Office of the Association shall be situated in the State of Maharashtra.”

“RESOLVED FURTHER THAT Mr. Vijay Sankar, Director and / or Mr. Ravi Goenka, Director of the Company be and are jointly and / or severally authorized to sign the necessary papers, documents and to do all such acts, deeds and things as to give effect to this resolution.”

(By Order of the Board)

For Indian Chemical Council



(R. R. Gokhale)

Secretary General

Date: 9th September, 2020

Place: Mumbai

Registered Office: Dr. H. L. Roy Building (IICChE), Raja Subodh Chandra Mullick Road, Kolkata, West Bengal – 700032

Website: www.indianchemicalcouncil.com

NOTES:

- 1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) the 80th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 80th AGM shall be the Registered Office of the Company.*
- 2. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 80th AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.*

*Those Members whose email IDs are not registered, are requested to register their email ID to the attention of Mr. B. K. K. Kannan, Secretary - ICC **via email** (bkk.kannan@iccmumbai.in / iccmumbai@iccmumbai.in) by providing the Name as registered with the Council, Address, email ID and PAN.*

- 3. The Members can join the AGM 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 AGM through VC/OAVM will be made available for members on first come first served basis. This will not include Directors, Key Managerial Personnel and Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.*

4. *The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.*
5. *The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance to Mr. B.K.K. Kannan, Secretary - ICC **via email (bkk.kannan@iccmil.in / iccmumbai@iccmil.in)**.*
6. *The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 4 & 5 is annexed hereto.*
7. *In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.indianchemicalcouncil.com*
8. *AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively.*

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND FOR CASTING THEIR VOTE ARE AS UNDER:

1. *Members whose email IDs are already registered with the Council and who are desirous to attend the AGM through VC/OAVM can apply at Mr. B. K. K. Kannan, Secretary – ICC via email (bkk.kannan@iccmil.in / iccmumbai@iccmil.in) requesting for participation in the AGM, by giving their name as registered in the records of the Council and the Registered email ID.*
2. *Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the company, may get their email IDs registered by sending an email to Mr. B. K. K. Kannan, Secretary - ICC **via email (bkk.kannan@iccmil.in / iccmumbai@iccmil.in)**.*
 - i. *Name registered as per the records of the Council*
 - ii. *Email ID to be registered for attending the Meeting*

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Annexed to the Notice of the 80th (Eightieth) Annual General Meeting of the Council/ Company as required under Section 102 of the Companies Act, 2013

Items 4:

Shifting of the Registered Office of the Company from Kolkata in the State of West Bengal to Mumbai in the State of Maharashtra:

The Registered Office of the Company is at present situated in the State of West Bengal. Considering the fact that the Council's Head Office is situated at Mumbai, Maharashtra, being a National Head Quarter at Mumbai, all the administrative and day to day operations are carried on from Mumbai Office. Therefore, it is proposed to shift the registered office of the Company to Mumbai in the State of Maharashtra for administrative convenience. The Registered office is proposed to be located at the Council's Head office at Sir Vithaldas Chambers, 6th Floor, 16 Mumbai Samachar Marg, Mumbai – 400 001.

The shifting of Registered Office to Maharashtra at Mumbai requires approval of the Members of the Council by passing Special Resolution and confirmation from the Regional Director, Ministry of Corporate Affairs, Western Region, pursuant to Section 13(4) of the Companies Act, 2013. Accordingly, resolution under item No. 4 is placed before the members for their consideration and approval.

The Board of Directors recommend the resolution set out under Item No. 4 for the approval of the Members of the Council.

The Board of Directors, as the members may be aware, had originally approved the above proposal for shifting of registered office registered office of the Council from Kolkata in the State of Best Bengal to Mumbai in the State of Maharashtra at their meeting held on 30th January, 2020 and convened an extra ordinary general meeting of the members of the Council on 27th March 2020 to approve the said proposal. However, due to outbreak of COVID 19 pandemic and the lock down announced by the Governments in March 2020 the meeting of the members could not be held on 27th March 2020. Consequently, as approved by the Board of Directors the above proposal has now been placed before the Members at the Annual General Meeting for consideration and approval.

Interest of Directors: None of the Directors of the Company is interested in the above resolution.

The above resolution does not affect interest of any stakeholders including the creditors, service providers, employees of the Company.

Item 5:

Indian Chemical Council incorporated under the erstwhile provisions of Companies Act 1913 is a Section 8 Company and is now governed under the provisions of the Companies Act 2013.

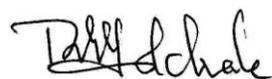
Arising out of the proposal to shift the Registered office of the Company from Kolkata to Mumbai as set out hereinabove, subject to necessary approvals under the provisions of Companies Act, 2013, the Clause II of the Memorandum of Association of the Council has to be substituted with the words 'in the State of Maharashtra' for the words 'in the State of West Bengal'.

None of the Directors, and/or their Relatives are in any way concerned or interested in the Resolution set out in the Notice.

Inspection of Documents: A copy of the existing Memorandum of Association of the Council is available for inspection by the members during office hours on all working days at the registered office of the Council from the date of this notice till the date of the Annual General Meeting in accordance with Section 102(3) of the Companies Act, 2013.

(By Order of the Board)

For Indian Chemical Council



(R. R. Gokhale)

Secretary General

Date: 9th September 2020

Place: Mumbai