

## NOTICE

Notice is hereby given that the 2nd Annual General Meeting of the Members of IRC Agrochemicals Private Limited will be held on Friday, the 19<sup>th</sup> day of July, 2019 at 11.00 a.m. at the registered office of the Company at P.S. Srijan Tech Park, DN-52 Unit No. A & B 14<sup>th</sup> Floor, Sector-V, Salt Lake Kolkata - 700091, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Board of Directors and Auditors thereon and in this regard pass the following Resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the Audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

### SPECIAL BUSINESS:

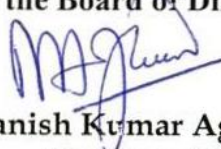
2. To ratify the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to section 148 (3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014 M/s D.C. Dave & Co., Cost Accountants, (Registration No. 000611) be and are hereby appointed as the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company for financial year commencing on 1st April, 2019 and ending on 31st March, 2020 at a remuneration of Rs. 3,00,000/- (Rupees Three Lacs Only) plus GST and re-imbursement of out-of-pocket expenses be and is hereby ratified by the members of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors



  
**Manish Kumar Agarwal**  
Company Secretary  
Membership No. – A21181

**Kolkata, 20<sup>th</sup> June, 2019**

**Registered office:**

P.S. Srijan Tech Park, DN-52  
Unit No. A & B 14<sup>th</sup> Floor, Sector-V,  
Salt Lake Kolkata - 700091

## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF SUCH MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, AS PER RULE 19(2) PROVISIO OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.
2. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
3. The proxy holder shall prove his identity at the time of attending the Meeting.
4. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.
6. A member would be entitled to inspect the proxies lodged with the Company, twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7<sup>th</sup> May, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors who were appointed for a period of 5 years from the conclusion of First Annual General Meeting held on 21<sup>st</sup> September, 2018 till the conclusion of the Sixth Annual General Meeting.
8. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Office on all working days, from 9.00 A.M. to 11.00 A.M., up to the date of this Annual General Meeting.



## **ANNEXURE TO NOTICE**

### **(Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013)**

#### **Item No.2**

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, approved the appointment of M/s D.C. Dave & Co., as Cost Accountants of the Company for the financial year 2019-20, for conducting the audit of the cost records of the Company at a remuneration of Rs. 3,00,000/- (Rupees Three Lacs Only) plus GST and re-imburement of out-of-pocket expenses. The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought by passing an Ordinary Resolution as set out at item No. 2 of the Notice. No Director, whole-time key managerial personnel or their relatives are concerned with or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No. 2 of this Notice. The Directors recommend the Ordinary Resolution to the Members for their acceptance.

