



ADEKA India Private Limited

Unit No. 206, Wing-A, Dynasty Business Park, Andheri - Kurla Road,
Andheri (East), Mumbai - 400 059. India. Tel. : 022-4026 3301/2
E-mail : info@adekaindia.com Web : <http://www.adekaindia.com>
Corporate Identity Number (CIN): U24200MH2007FTC173713

SHORTER NOTICE OF 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the Members of **Adeka India Private Limited**, subject to consent of the members under section 101 of the Companies Act, 2013 will be held at a **Shorter Notice** at 10.00 A.M. on Friday, 7th June, 2024 at The Conference Room, 7th Floor, 'A' Wing, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400059 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Annual Financial Statements of the Company for the year ended 31st March, 2024 along with the Auditors' Report and the Directors' Report thereon.
2. To re-appoint M/s Bilimoria Mehta & Co. (Registration No. 101490W) as Statutory Auditors for a term of five years and in this regard to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder M/s Bilimoria Mehta & Co, Chartered Accountants (Registration No. 101490W) be and are hereby appointed as Statutory Auditors of Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting to the conclusion of the 22nd Annual General Meeting of the Company for the financial year 2028-29 at such remuneration as shall be mutually agreed between the Board of Directors of the Company and the auditors.

RESOLVED FURTHER THAT Mr. Kailash C. Trehan, Director be authorized to do all such acts and deeds as may be necessary to give effect to the above resolution and to file necessary e-forms with the Registrar of Companies, Mumbai.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 196 and any other applicable provisions of the Companies Act, 2013 and Rules thereto, approval of the members be and is hereby accorded to re-appoint Mr. Kailash C. Trehan (DIN: 06703133) as a Director and Manager for a period of 1 (One) year on the terms and conditions, including remuneration, as set out in the Employment Agreement between the Company and Mr. Trehan, effective 1st April, 2024.”



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

"RESOLVED THAT pursuant to Sections 4 and 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory amendments thereof), consent of the members of the Company is hereby accorded to re-adopt the Memorandum of Association of the Company as per the Companies Act, 2013.

RESOLVED FURTHER THAT the main objects of the Company in the Memorandum of Association at Clause III (A) be substituted as below:

"To carry on in India or elsewhere, the business as manufacturers, dealers, traders, wholesalers, distributors, importers, exporters, intermediaries, brokers, agents, commission agents, Del credere agents, factors, indentors, packers, removers, storers, storekeepers, suppliers, general merchants, warehousers, in Polymer Additives, Lubricants, Surfactants, polymers, chemicals, foodstuffs, cooking oils & fats, cosmetics and its raw materials, electronic materials, life science materials, energy & environmental materials, agricultural products, industrial gases, high purity gases, veterinary chemicals, advanced pharmaceutical intermediates of all types, kinds and descriptions either in the prepared, manufactured or raw state including all products and by-products derived therefrom which may be required by the customers or the persons having dealings with the company and to do all acts and things/matters which are necessary for the attainment of foregoing objects."

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Kailash C. Trehan, Director is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) and to file all necessary e-forms with the Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT Mr. Trehan is hereby authorised to give copies of the new MoA to all relevant persons including shareholders, statutory auditors, banks, local and national government authorities, institutions and any other relevant persons."

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



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“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory amendments thereof), the new set of Articles of Association, a draft of which is placed before this Meeting, 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 the following 'Regulation W' be added in the Articles of Association of the Company:

“W. DEMATERIALIZATION AND REMATERIALIZATION OF SECURITIES:

1. Notwithstanding anything contained in these Articles, subject to Rule 9 B of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023, Company shall be entitled to dematerialize its existing securities, rematerialize its Securities held in Depositories, if any, and / or to offer fresh securities in dematerialized form pursuant to the Depositories Act, 1996 and rules framed thereunder.
2. Subject to applicable provisions of the Act the Investors may exercise an option to dematerialize securities, including shares, held by them and Certificates in respect thereof shall be dematerialized, in which event rights and obligations of Investors and matters connected therewith or incidental thereto shall be governed by the Depositories Act. Such investors shall be called Beneficial Owners.
3. Notwithstanding anything to the contrary in these Articles, in the event the securities of the Company are dematerialized, Company shall issue appropriate instructions to the Depository not to transfer securities of any Shareholder except in accordance with these Articles, subject to the provisions of the Depositories Act.
4. All securities held by a Depository shall be in fungible form.
5. Section 88, 89 and 186 of Companies Act, 2013 shall not apply to a Depository in respect of securities held by it on behalf of the Beneficial Owners.
6. Nothing contained in the Companies Act, 2013 regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held by the Depository.
7. Rights of Depositories and Beneficial Owners:



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- i) Notwithstanding anything contained in these Articles, Depository shall be deemed to be Registered Owner for purposes of effecting transfer of owner of dematerialized security on behalf of the Beneficial Owner.
 - ii) Save as provided in i) above Depository as Registered Owner of the Securities shall not have any voting or any other rights in respect of securities held by it.
 - iii) Every person whose name is entered as Beneficial Owner in the Depository shall be deemed to be a member of the Company.
 - iv) Beneficial Owner shall be entitled to all rights and benefits and subject to all liabilities in respect of securities held by a Depository.
8. Notwithstanding anything contained in these Articles, where securities are dealt with by a Depository, Company shall intimate details of allotment of relevant securities to the Depository immediately on allotment of such securities.
9. Register of Beneficial Owners maintained by Depository shall be deemed to be the Register of Shareholders for the purpose of Companies Act, 2013 and these Articles.
10. Except as specifically provided in these Articles, provisions relating to calls on shares, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository."

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Kailash C. Trehan, Director is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) and to file all necessary e-forms with the Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT Mr. Trehan is hereby authorised to give copies of the new MoA and AoA to all relevant persons including shareholders, statutory auditors, banks, local and national government authorities, institutions and any other relevant persons."

Date: 30th May, 2024

Regd. Office: Unit No. 206, 'A' Wing
Dynasty Business Park,
Andheri-Kurla Road, Andheri East,
Mumbai 400059

**By order of Board of Directors,
for ADEKA India Private Limited**

**Sd/-
KAILASH C. TREHAN
Director
06703133**



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Notes:

- a. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
- b. A proxy, in order to be valid, should reach the Company, not less than 48 hours before the meeting. The proxy need not be a member of the Company.
- c. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- d. Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
- e. All the documents referred to in the Notice are available for inspection at the Registered Office of the Company on all the working days between 10.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
- f. Members can raise any queries on the financial statements in advance by sending their queries to email id: trehankc@adekaindia.com or can raise queries at the meeting.
- g. A route map to the venue of the meeting is attached with this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3:

Mr. Kailash C. Trehan's Employment Agreement expired on 31st March, 2024. Vide a Board Resolution passed on 21st March, 2024 Board reappointed Mr. Trehan as a Director and Manager for a period of 1 (One) year with effect from 1st April, 2024 and approved execution of a fresh Employment Agreement effective from that date. This appointment is subject to approval by the Members at the Annual General Meeting. A copy of Employment Agreement is attached as **Annexure 1** to this Notice.



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Mr. Trehan has been a Manager in the Company since its incorporation in 2007 and a Director since September, 2013. Previously, Mr. Trehan was engaged as a General Manager with Takaroku Shoji Company Limited.

Except Mr. Trehan, none of the other directors are interested, financially or otherwise, in this Resolution.

Board recommends the Ordinary Resolution set out at Item No. 2 of this Notice for approval by the Members.

Item No. 4:

Existing Memorandum of Association (MOA) of the Company is based on the Companies Act, 1956. As per the Companies Act, 2013 (the New Act) if any change is done in the Memorandum of Association, Company is required to adopt the new format of MoA as per the New Act. A copy of draft of the new set of MoA is attached as **Annexure 2** to this Notice.

Changes in MoA:

- 1) To enable the Company to expand its business in the future, it is proposed to amend the Main Objects Clause of the Company as mentioned in Resolution at Item No. 4.
- 2) Existing Clause "III(B) The Objects incidental or ancillary to the attainment of the Main Objects" containing sub-clauses No. 2 to 68 is replaced by new clause "III (B) Matters which are necessary for furtherance of the objects specified in Clause III (A)" containing sub-clauses 1 to 68.
- 3) Existing Clause "III (C) Other Objects" is deleted to be in compliance with the New Act.
- 4) Title of Existing Clause IV is changed to "The liability of the members is limited and this liability is limited to the amount unpaid, if any on the shares."

Board of Directors at their meeting held on 30th May, 24 have approved the proposal for adoption of new set of Memorandum of Association of the Company subject to approval by the members as detailed in resolution at Item No. 4.

Companies Act, 2013 requires approval of the members for adoption of new set of Articles of Association. Hence, the Board recommends the resolution at Item No. 4 for your approval as a Special Resolution.

Item No. 5

Existing Articles of Association (AoA) is based on the Companies Act, 1956. Companies Act, 2013 (New Act) has a new format for Articles of Association. Also, as per new Rule 9 B of the Companies (Prospectus and Allotment of Securities) Second Amendment Act, 2023 your company is required to dematerialize its shares. Existing AoA does not have provision for same. Therefore, to be in line with



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Companies Act, 2013 and to include a regulation to authorize the Company to dematerialize its shares, it is proposed to adopt the new AoA. A copy of draft of AoA is attached as **Annexure 3** to this Notice.

Board of Directors at their meeting held on 30th May, 24 have approved the proposal for adoption of new set of Articles of Association of the Company subject to approval by the members as detailed in resolution at Item No. 5.

Companies Act, 2013 requires approval of the members for adoption of new set of Articles of Association. Hence, the Board recommends the resolution at Item No. 5 for your approval as a Special Resolution.

Date: 30th May, 2024

**By order of Board of Directors,
For ADEKA India Private Limited,**

Regd. Office: Unit No 206, 'A' Wing,
Dynasty Business Park,
Andheri-Kurla Road,
Andheri (E), Mumbai – 400059.

Sd/-
KAILASH C. TREHAN
Director
DIN: 06703133

Form No. MGT-11

Proxy Form

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

CIN: U24200MH2007FTC173713

Name of the Company: Adeka India Private Limited

Registered Office: Unit No. 206, 'A' Wing, Dynasty Business Park, Andheri-Kurla Road,
Andheri (E), Mumbai – 400059.

Name of the Member:

Registered Address:

Email id:

Name of the Authorised Representative:

I/we, being the authorized representative of the member who holds _____
shares of the above named company, hereby appoint:

1. Name:

Address:

Email Id:

Signature:

Or failing him

2. Name:

Address:

Email Id:

Signature:

as my proxy to attend and vote (on a poll) for me and on my behalf at the 17th Annual
General Meeting of the Company, to be held on 7th day of June, 2024 at 10.00 a.m. at the
The Conference Room, 7th Floor, 'A' Wing, Dynasty Business Park, Andheri-Kurla Road,
Andheri East, Mumbai – 400059 and at any adjournment thereof in respect of such
resolutions as are indicated below:

	Resolution No.	Description	Type of Resolution
Ordinary Business			
	1.	Receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2024, the Directors' Report and the Auditors' Report thereon.	Ordinary
	2.	Re-appointment of Statutory Auditors M/S Bilimoria Mehta & Co., Chartered Accountants for a period of 5 years from conclusion of 17 th Annual General Meeting	Ordinary
Special Business			
	2	Reappointment of Mr. Kailash C. Trehan as Director and Manager of the Company for a period of 1 (one) year with effect from 1 st April, 2024.	Ordinary
	3.	Re-adoption of Memorandum of Association (MoA) and alteration in Main Objects clause of MoA	Special
	4.	Adoption of new set of Articles of Association and inclusion of a new regulation to authorize Company to dematerialize its shares	Special

Signed this _____ day of _____ 2024.

Affix Revenue Stamp

Signature of Shareholder/ Authorised Representative:

Signature of Proxy holder:

Note: This proxy form to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SHORTER NOTICE CONSENT
[pursuant to provisions of Section 101(1) of the Companies Act, 2013]

To,

The Board of Directors,
Adeka India Private Limited,
206, 'A' Wing, Dynasty Business Park,
Andheri-Kurla Road, Andheri East,
Mumbai – 400059.

Subject: Consent to hold 17th Annual General Meeting at Shorter Notice

We, _____ (Name of the shareholder) having registered office at _____, Member of Adeka India Private Limited, holding _____ (_____) number of shares of Rs. 10- each (representing __% of total paid-up capital of the Company) hereby give consent pursuant to provisions of Section 101(1) of the Companies Act, 2013 to hold the 17th Annual General Meeting of the company at 10.00 a.m. on Friday, 7th June, 2024 at The Conference Room, 7th Floor, 'A' Wing, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400059 at a Shorter Notice.

Authorised Signatory

Date:

Place:

