

**Vital Chemtech Limited :**

Ⓞ **Corporate Office:**

B-406, Mondeal Heights, Opp. Karnavati Club,  
S.G.Highway, Ahmedabad, Gujarat, INDIA-380015.

Ⓞ **Plant Address :**

Plot No : D-3 / 151 & 158, GIDC, Dahej III,  
Dist. Bharuch, Gujarat, INDIA-392 130.

☎ +91- 79 -4891 1925, 2970 9525

🌐 [www.vitalgroup.co.in](http://www.vitalgroup.co.in) 📧 [info@vitalgroup.co.in](mailto:info@vitalgroup.co.in)

📄 **CIN Number : U24299GJ2021PLC127538**



**Date: August 28, 2023**

**To,**  
**National Stock Exchange Limited**  
Exchange Plaza,  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400051

**Sub- Outcome of Board Meeting held on August 28, 2023 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Ref: Vital Chemtech Limited (Symbol: VITAL/ISIN: INE0L4K01016)**

**Dear Sir/Ma'am,**

We would like to inform you that the Board of Directors of the Company, at its meeting held on today i.e. on Monday, August 28, 2023 at the registered office of the Company situated at B-406, Mondeal Heights, Opp. Karnavati Club, S. G. Highway, Ahmedabad 380015, has inter alia;

1. Approved Draft Directors report of the company for the financial year 2022-23.
2. Decided to call the 2<sup>nd</sup> Annual General Meeting of the Company on Wednesday, September 27, 2023 at 04:00 P.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI and approved the Notice of 2<sup>nd</sup> Annual General Meeting of the Company;  
***The copy of Notice of 2<sup>nd</sup> Annual General Meeting and Annual Report for the financial year 2022-23 will be submitted to exchange as soon as the same be dispatched to the Shareholders of the Company through e-mail;***
3. Approved Schedule of Annual General Meeting w.r.t cut-off date for dividend, remote e- voting, remote e-voting start date and end date;
4. Appointment of National Securities Depository Limited (NSDL) as Remote E-Voting Agency for resolutions proposed to be passed at Annual General Meeting.
5. Approved Appointment of M/s. SCS and CO LLP, Practicing Company Secretary as Scrutinizer for E-Voting Process for AGM;
6. Pursuant to the recommendation of the Audit Committee, the Board of Directors of the company has considered and approved the appointment of M/s. R J & Associates, Cost Accountants, Ahmedabad (Firm Registration No.: 004690) as the Cost Auditor of the Company to audit the cost records of the Company for the financial year 2023-24. Further, as per Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified at the ensuing Annual General Meeting.

***The details required under SEBI (LODR) Regulation, 2015 read with Schedule III of The SEBI (LODR) Regulations, 2015 and in terms of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 attached as per Annexure A.***

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7. Approved Alteration of Articles of Association of the Company;

***Brief of Proposed Amendment in Article of Association:-***

- i. Deletion of Clauses 156 , 157 of Common Seal which is reproduced below  
**156. Common Seal**

The Board shall provide a common sea' of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be Kept at the Registered Office of the Company and committed to the custody of the Directors.

**157. Affixture of Common Seal**

The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Chairman or the Vice Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.

**Addition of below Sub- clauses under Heading Rights to Dividend**

158 (a) Notwithstanding anything contained in these Articles of the Company, but subject to the provisions of the Act and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, his/ their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/their right to receive the dividend (interim or final) by him/ them under this Article.

158 (b) The Company may pay dividends to the Members other than Members who have waived/ forgone their right, of receiving dividends (including any interim dividend) in respect of any financial year in accordance with the rules framed by the Board of Directors of the Company and amended from time to time by the Board of Directors of the Company, in proportion to the amount paid up or credited as paid up on each share, where a larger amount is paid up or credited as paid up on some shares than on others.

158 (c). No larger dividend shall be declared than is recommended by the Directors but the Company in General Meeting may declare a smaller dividend. No dividend shall be payable except out of the profits of the year or any other undistributed profits of the Company, or otherwise than in accordance with the provisions of the Act and no dividend shall carry interest as against the Company. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

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158 (d). Subject to the provisions of the Act, the Directors may, from time to time, pay to the Members other than the Members who have waived/foregone their right of receiving any dividend declared / to be declared by the Company for any financial year, in accordance with Rules framed by the Board and amended from time to time, such interim dividends as in their judgment the position of the Company justifies.

Post Deletion of Article No. 156, subsequent Articles will be renumbered accordingly

8. Considered and approved all other business as per agenda circulated

We wish to inform you that the Board of Directors meeting commenced today on Monday, August 28, 2023 at 05:30 P.M. and concluded at 06:00 P.M.

For, **Vital Chemtech Limited**

**Vipul Bhatt**  
**Chairman and Managing Director**  
**DIN 06716658**

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**Annexure A**

<b>Particulars</b>	<b>Details</b>
Name of the Company	Vital Chemtech Limited
Name of Cost Auditor	M/s. R J & Associates, Cost Accountants (Firm Registration Number: 004690), Ahmedabad.
Reason for Change viz., appointment, resignation, removal, death or otherwise	Appointment as Cost Auditors at board meeting today i.e. on Monday, August 28, 2023
Date of appointment/ <del>re-appointment/cessation</del> (as applicable) & term of <del>appointment/re-appointment</del>	Monday, August 28, 2023 For Conducting Cost Audit of the Company for the Financial year 2023-24.
Brief profile	<b>As attached</b>
Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
Information as required pursuant to NSE Circular with Ref No. NSE/CML/2018/24 dated June 20, 2018	-

# R J & ASSOCIATES

## Cost Accountants

Office: O-703, Shyamhills,  
New Ranip, Ahmedabad 382470.

Branch: 5-6, Pavansut Arced,  
Halvad-Maliya highway, Halvad 363330.

CMA Rahul Modh  
Mob : (91) 99093 02322

CMA Jignesh Tarbundiya  
Mob : (91) 97222 37601

cmarjandassociates@gmail.com  
cmarahulmodh@gmail.com  
tar.jignesh@gmail.com

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## INTRODUCTION :

We introduce ourselves as “**R J and Associates**” Cost Accountants firm in the prime business location of Ahmedabad – Gujarat. our Permanent Account Number is **ABCFR2322R** and Registration No. of the Firm is **004690**.

We introduce ourselves as practicing Cost Accountants. We have extensive and varied experience in the areas of accounts, costing, taxation, and finance & management accountancy. We have worked in different industries including Cement, Petroleum, Edible oil, Textile, Dairy, Steel, Chemicals, Automobiles, Pharmaceutical, Plastic industry, etc.

We offer a variety of services to our clients with a high standard of professionalism gained out of the practical experience and their suitable application to the facts, intellectual and constructive thinking leading to amicable solutions to the given problem. Forte areas range from providing services to Corporate Bodies, Trusts, Societies and Institutions in various Cost Accounting Record Rules and Cost Audit Report Rules, Legal Compliances, Updates and Amendments in applicable laws.

## PARTNER'S PROFILE :

### ➤ RAHUL A. MODH (FCMA, M.Com.)

Having a **Master Degree in Commerce (M.Com)**, and A **Fellow Member of The Institute of Cost Accountants of India (ICAI)** & also holding a **Certificate of Practice from the ICAI-CMA**. Membership No.-35524. Perusing the Company Secretary examination held by ICSI (Institute of Company Secretary of India), Has extensive working experience in Costing, Secretarial, Legal and Financial field for more than 12 years in the Corporate World.

### ➤ JIGNESH S. TARBUNDIYA (FCMA, M.Com.)

Having a **Master Degree in Commerce (M.Com)**, and A **Fellow Member of The Institute of Cost Accountants of India (ICAI)** & also holding a **Certificate of Practice from the ICAI-CMA**. Membership No.-42114. Has extensive working experience in the Secretarial, Legal, Financial, and Costing field for more than 10 years in the Corporate World.

## **Service that we can render :**

We and our team firmly believe that each client's situation is unique in itself and hence services offered to all clients cannot be the same and ready to provide services across the country. We, therefore, focus on providing customized services to cater to the specific needs of our valued clients. Our deep desire to add value to myself and those availing my services led me to commence independent practice.

## **AREA OF SPECIALISATION**

### ➤ **Costing Related Services**

- Cost Accounting Record maintenance.
- Cost Audit & Compliances.
- Valuation for Excise as per CAS-4.
- Management Information System.
- Analysis of Cost Control.
- Pricing of Products.
- Identification of Profit Centers.
- Product Certification.

### ➤ **Internal Audit**

We perform a unique internal audit solution to help our clients address the risk and opportunities in their business.

Our services include:

- Risk profiling
- Risk identification
- Risk assessment
- Control identification
- Control adequacy evaluation
- Control effectiveness review
- Reporting
- Internal control deficiency follow-up review

An effective internal audit department will:

- Identify risks
- Prioritize your operational and financial risks
- Implement cost effective controls and minimize risks

The result is improved organizational performance as well as the increased likelihood of Fraud detection

We can address issues such as:

- The role and function of Boards of Directors
- Risk management
- Internal audit reviews
- Audit and Accounting
- Enforcement and compliance issues
- Ethics

➤ **Taxation Services**

- GST Registration
- GST Management and GST net.
- Record maintenance in GST.
- GST Audit and Certification.
- Direct Tax & Tax Planning.
- Indirect Tax & Certification.
- Indirect Tax Audit.
- Income Tax Return fillings
- TDS related services
- TCS related services

➤ **Strategic Solutions**

We provide a wide spectrum of services including:

- Feasibility studies
- Business plans

➤ **Specialised Services**

- Project Report, CMA Report & Business Planning.
- Financial Accounts & Analysis.
- Loan and Finance Advisor.
- Stock Audit & Concurrent Audit in the Banks.
- ROC related Compliances.
- Books Maintenance (Accounting).
- Lesioning with Bankers.
- Special Audit under Section 14A & 14AA of the Central Excise Act 1944 of Central Board of Excise and Customs (CBEC).

➤ **Corporate Compliance Services**

- Formation of Companies
- Providing shelf Companies for immediate use
- Conversion of Firms to Companies and vice versa
- Statutory Returns to the Registrar of Companies
- Statutory due diligence reviews

## CLIENTELE

Following are the industries where we are involved:

- Textile
- Steel & Metals
- Dairy
- Petroleum
- CGD (City Gas Distribution)
- Edible Oil
- Plastic & Polymers
- Mining
- Cement
- Automobiles
- Chemicals
- Real Estate
- Trading
- Pharmaceuticals
- Electricity (Generation & Discoms)
- Other many more

## Location Addresses:

- AHMEDABAD  
O-703, Shyamhills,  
Near GST Over bridge, New Ranip,  
Ahmedabad-382470
  
- HALVAD  
5-6, Pavansut Arced,  
Halvad-Maliya Highway,  
Halvad - 363330

## With Regards :

CMA RAHUL A. MODH  
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