



Notice

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of M/s. Sharda Cropchem Limited will be held on Thursday, August 30, 2018 at 2:30 p.m. at Golden Gate Banquet, Prime Business Park, Dashrathlal Joshi Road, Vile Parle (West), Mumbai – 400 056 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Auditors thereon.
3. To declare Final Dividend on the equity shares of the Company for the Financial Year ended March 31, 2018.
4. Appointment of the Statutory Auditor of the Company.

To consider and if thought fit, pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. B S R & Associates LLP Chartered Accountants, (Firm Registration No 116231W/W-100024), be and is hereby appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting to be held in the year 2023 (subject to ratification of their appointment at every AGM, if so required under the Act).

RESOLVED FURTHER THAT Mr. Ramprakash V. Bubna, Chairman and Managing Director (DIN: 00136568) of the Company be and is hereby authorised to fix their remuneration in consultation with the auditors.”

SPECIAL BUSINESS:

5. To re-appoint Mr. Ramprakash V. Bubna (DIN: 00136568) as Chairman & Managing Director of the Company.

To consider and if thought fit, pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and as per the terms of the Articles of Association of the Company, the Company hereby approves the re-appointment and the terms of remuneration of Mr. Ramprakash V. Bubna (DIN: 00136568) as the Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 1st January, 2019 (the date of appointment) upto 31st December, 2023 upon the terms and conditions as may be agreed to between the Company and the Chairman & Managing Director.

RESOLVED FURTHER THAT any of the Director/s of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution.”

6. To re-appoint Mrs. Sharda R. Bubna (DIN: 00136760) as Whole - Time Director of the Company.

To consider and if thought fit, pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and as per the terms of the Articles of Association of the Company, the Company hereby approves the re-appointment and the terms of remuneration of Mrs. Sharda R. Bubna (DIN: 00136760)

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as the Whole – Time Director of the Company for a period of 5 (five) years with effect from 1st January, 2019 (the date of appointment) upto 31st December, 2023 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution.”

7. To re-appoint Mr. Ashish R. Bubna (DIN: 00945147) as Whole - Time Director of the Company.

To consider and if thought fit, pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and as per the terms of the Articles of Association of the Company, the Company hereby approves the re-appointment and the terms of remuneration of Mr. Ashish R. Bubna (DIN: 00945147) as the Whole – Time Director of the Company for a period of 5 (five) years with effect from 1st January, 2019 (the date of appointment) upto 31st December, 2023 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution.”

8. To re-appoint Mr. Manish R. Bubna (DIN: 00137394) as Whole - Time Director of the Company.

To consider and if thought fit, pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and as per the terms of the Articles of Association of the Company, the

Company hereby approves the re-appointment and the terms of remuneration of Mr. Manish R. Bubna (DIN: 00137394) as the Whole – Time Director of the Company for a period of 5 (five) years with effect from 1st January, 2019 (the date of appointment) upto 31st December, 2023 upon the terms and conditions as may be agreed to between the Company and the Whole-Time Director.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution.”

NOTES

1. The Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 (“the Act”), in respect of the business under item no 5 to 8 above is annexed hereto. The relevant details of the directors seeking re-appointment is also annexed herewith.

2. **A member entitled to attend and vote at the Annual General Meeting (“AGM”/“Meeting”) is entitled to appoint a proxy to attend and vote in the Meeting instead of himself/herself and the proxy need not be a member.** The instrument appointing the proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the registered office of the Company not later than 48 hours before the time fixed for the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM.
4. Members/Proxies/Authorised Representatives should bring their duly filled and signed attendance slip enclosed herewith to attend the AGM.
5. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. to 1.00 p.m. up to the date of the AGM of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed on Thursday, August 23, 2018.



7. The members are requested to kindly send all their correspondence relating to change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agents – M/s. Karvy Computershare Private Limited, Unit: Sharda Cropchem Limited, Karvy Selenium Tower B, 6th Floor, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, quoting their folio number and in case of shares held in dematerialised form, the intimation of change of address should be passed on to their respective depository participants.
8. Members seeking any information with regard to the financial statements are requested to write to the Company at least ten (10) days before the AGM to enable the management to keep the information ready at the meeting.
9. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days notice in writing is given to the Company.
10. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Members who have not registered their e-mail addresses are requested to register their e-mail address so that they can receive the annual report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
12. The annual report of the Company circulated to the members of the Company, will be made available on the Company's website at www.shardacropchem.com and also on website of the respective Stock Exchanges. Physical copies of the annual report will also be available at the Company's registered office for inspection during normal business hours on working days.
13. The Annual Report, including Notice, instructions for e-voting, attendance slip and proxy form, are being sent in electronic mode to members whose e-mail addresses are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the Annual Report is being sent to those members who have not registered their e-mail addresses with the Company or Depository Participant(s). Members who have received the Annual Report in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend the AGM.
14. Copies of the annual report will not be distributed at the AGM.
15. Route Map to the venue of the 15th Annual General Meeting of the Company is enclosed at the last page of the Annual Report.
16. Information and other instructions relating to e-voting are as under:
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ["remote e-voting"] will be provided by Karvy Computershare Private Limited ("Karvy").
 - ii. The facility for voting at the AGM either through electronic voting system or polling paper shall also be made available at the AGM and members who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - iii. Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
 - iv. The Board of Directors of the Company has appointed M/s. KJB & Co LLP Practicing Company Secretaries, Mumbai as Scrutinizer to scrutinize e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three (3) days of conclusion of the AGM, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.shardacropchem.com and on the website of Karvy <https://evoting.karvy.com>

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The results shall simultaneously be communicated to the Stock Exchanges.

- v. **The remote e-voting period commences on Monday, August 27, 2018, (9:00 am) and ends on Wednesday, August 29, 2018 (5:00 pm).** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date of Thursday, August 23, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date i.e. Thursday, August 23, 2018**
- vii. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the AGM.
- viii. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the **cut-off date i.e. Thursday, August 23, 2018** may obtain the user ID and password in the manner as mentioned below:
- a. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.
- Example for NSDL:
MYEPWD <SPACE> IN12345612345678
- Example for CDSL:
MYEPWD <SPACE> 1402345612345678
- Example for Physical:
MYEPWD <SPACE> XXXX1234567
- b. If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. A member may call Karvy's toll free number 1-800-3454-001
- d. A member may send an e-mail request to evoting@karvy.com.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

- ix. **Instructions and other information relating to remote e-voting:**
- 1) A) In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company/Depository Participant(s)]:
- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (b) Enter the login credentials i.e. User ID and password which is sent separately. The e-voting event number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (c) After entering these details appropriately click on "LOGIN".
- (d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the e-voting event number for the Company.
- (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on



the cut off date. You may also choose the option "ABSTAIN". If the shareholder does not include either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- (h) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (i) Voting has to be done for each resolution of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- (l) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (pdf format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized

representative(s), to the Scrutinizer at e-mail ID: chintan.goswami@cjgoswami.com with a copy marked to evoting@karvy.com and may also upload the same in the e-voting in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

- B) In case a member receives physical copy of the notice by post [for members whose e-mail ids are not registered with the Company/Depository Participant(s)]:
 - (a) User ID and initial password – as provided overleaf.
 - (b) Please follow all steps from sr. no. (a) to (l) as mentioned in (1A) above, to cast your vote.
- 2) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- 3) In case of any query pertaining to e-voting, please visit help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

Date : May 09, 2018
Place : Mumbai

By Order Of Board Of Directors
Jetkin Gudhka
Company Secretary

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of Companies Act, 2013('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under item no. 5 to 8 of the accompanying Notice dated May 09, 2018.

Item No. 5:

To re-appoint Mr. Ramprakash V. Bubna (DIN: 00136568) as Chairman & Managing Director of the Company.

The Board of Directors of your Company has at its meeting held on 9th May, 2018, re-appointed Mr. Ramprakash V. Bubna (DIN: 00136568) as the Chairman & Managing Director ("CMD") of the Company with effect from 1st January, 2019 upto 31st December, 2023. The re-appointment is subject to the approval of the Members of the Company by way of Special Resolution*. The re-appointment was made based on recommendation by the Nomination and Remuneration Committee meeting held on 9th May, 2018.

Mr. Ramprakash V. Bubna is one of the founders of the Company. He holds Bachelor's Degree of Technology, in Chemical Engineering from IIT, Bombay and has been at the helm of affairs for last 31 years since inception. He has rich and varied experience of over 50 years in the industry. He has been involved in the operations of the company since incorporation and has known intimately all the intricacies. He is responsible for the Company's overall business operations and strategy. Prior to joining the Company, he has been associated with Tata Oil Mills Limited, Zenith Limited, Piramal Rasayan Limited, Coromandel Fertilisers Limited and Zuari Agrochemicals Limited. It would be in the interest of the company to continue to avail of his rich experience as Chairman & Managing Director of the Company.

Pursuant to provision of the Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration was placed before the Nomination and Remuneration Committee and Board of Directors at the meeting held on 9th May, 2018 and same has been approved by the Committee and Board.

*Since Mr. Bubna has crossed the age limit of seventy, the Company need to re-appoint him as Chairman & Managing Director by way of Special Resolution as required under section 196(3)(a) of the Companies Act, 2013 and rules made there under for the time being in force.

The principal terms and condition of appointment of Mr. Ramprakash V. Bubna is given below:

a) Tenure of appointment:

The appointment of CMD is for a period of 5 (Five) years from 1st January, 2019 to 31st December, 2023.

b) Duties and Power:

The CMD shall devote his whole time, attention and abilities to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time. The CMD will take instructions from the Board and shall well and faithfully serve the Company and use his/her utmost endeavor to promote the interest thereof.

c) Remuneration:

i) Salary & Commission:

The CMD shall be entitled for Basic Salary of ₹ 1.80 Crores per annum and commission of 1% of Net profits as per provisions of Section 197 & 198 the Companies Act, 2013.

ii) Perquisites and Allowances:

Category A

Medical expenses actually incurred for self and family shall be reimbursed by the Company under the Medclaim Policy.

The Company shall provide leave travel fare for the CMD and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.

Category B

The Company shall contribute towards Provident Funds / Superannuation Fund / Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act, 1961.

The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.

The Company shall provide Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules.

The perquisites under this category shall not be included in the computation of ceiling on remuneration.

Category C

The Company shall provide a car with a driver at the cost of the Company for business use of the Company.

The CMD shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

"Family" means the spouse, dependent children and dependent parents of the CMD.

Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed.

iii) Minimum Remuneration:

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Whole Time Directors of the Company taken together. Provided however that in the event of absence or inadequacy of profit, the CMD shall be entitled to remuneration mentioned



under (c) above and perquisites as above within the minimum remuneration specified in Schedule V of the Companies Act, 2013. However, the CMD shall not be paid any sitting fees for attending the Board or Committee meetings.

iv) Term And Termination:

The appointment notwithstanding the 5 years tenure fixed with effect from 1st January, 2019 may be terminated by either party by giving three months notice in writing.

In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company to the CMD.

However, no compensation for the loss of office will be payable by the Company as contemplated under the provisions of Section 202 of the Companies Act, 2013.

The CMD shall not be liable to retirement by rotation.

Mr. Bubna and his family members are concerned and interested in the resolutions mentioned in item No. 5 to 8 of the Notice. None of the Independent Director/s or Key Managerial Personnel or their relatives is interested in the resolutions stated above.

Item No. 6:

To re-appoint Mrs. Sharda R. Bubna (DIN: 00136760) as Whole - Time Director of the Company.

The Board of Directors of your Company has at its meeting held on 9th May, 2018, re-appointed Mrs. Sharda R. Bubna (DIN: 00136760) as Whole – Time Director (WTD) of the Company with effect from 1st January, 2019 upto 31st December, 2023. The re-appointment is subject to the approval of the Members of the Company. The re-appointment was made based on recommendation by the Nomination and Remuneration Committee meeting held on 9th May, 2018.

Mrs. Bubna is one of the founders of the Company. She holds a Bachelor's Degree in Arts from Nagpur University. She has over 31 years of experience in the chemical, agrochemicals and related business activities.

The principal terms and condition of appointment of Mrs. Sharda R. Bubna is given below:

a) Tenure of appointment:

The appointment of WTD is for a period of 5 (Five) years from 1st January, 2019 to 31st December, 2023.

b) Duties and Power:

The Whole-time Director shall devote her time, attention and abilities to the business of the Company and shall perform such duties as may be entrusted to her by the Board from time to time. The WTD will take instructions from the Board and shall well and faithfully serve the Company and use her utmost endeavor to promote the interest thereof.

c) Remuneration:

i) Salary & Commission:

The WTD shall be entitled for Basic Salary of ₹ 30 lakhs per annum.

ii) Perquisites and Allowances:

Category A

Medical expenses actually incurred for self and family shall be reimbursed by the Company under the Mediclaim Policy.

The Company shall provide leave travel fare for the WTD and her family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.

Category B

The Company shall contribute towards Provident Funds / Superannuation Fund / Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act, 1961.

The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.

The Company shall provide Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules.

The perquisites under this category shall not be included in the computation of ceiling on remuneration.

Category C

The Company shall provide a car with a driver at the cost of the Company for business use of the Company.

The WTD shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

"Family" means the spouse, dependent children and dependent parents of the WTD.

Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed.

iii) Minimum Remuneration:

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Whole Time Directors of the Company taken together. Provided however that

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in the event of absence or inadequacy of profit, the WTD shall be entitled to remuneration mentioned under (c) above and perquisites as above within the minimum remuneration specified in Schedule V of the Companies Act, 2013. However, the WTD shall not be paid any sitting fees for attending the Board or Committee meetings.

iv) Term And Termination:

The appointment notwithstanding the 5 years tenure fixed with effect from 1st January, 2019 may be terminated by either party by giving three months notice in writing.

In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company to the WTD.

However, no compensation for the loss of office will be payable by the Company as contemplated under the provisions of Section 202 of the Companies Act, 2013.

The WTD shall be liable to retire by rotation.

Mrs. Bubna and her family members are concerned and interested in the resolutions mentioned in item No. 5 to 8 of the Notice. None of the Independent Director/s or Key Managerial Personnel or their relatives is interested in the resolutions stated above

Item No. 7:

To re-appoint Mr. Ashish R. Bubna (DIN: 00945147) as Whole - Time Director of the Company.

The Board of Directors of your Company has at its meeting held on 9th May, 2018, re-appointed Mr. Ashish R. Bubna (DIN: 00945147) as the Whole – Time Director (“WTD”) of the Company with effect from 1st January, 2019 upto 31st December, 2023. The re-appointment is subject to the approval of the Members of the Company. The re-appointment was made based on recommendation by the Nomination and Remuneration Committee meeting held on 9th May, 2018.

Mr. Ashish R. Bubna is one of the founders of the Company. He holds a Bachelor's Degree in Commerce from the University of Mumbai. He has over 27 years of experience in marketing of chemicals, agrochemicals and related businesses. He has been instrumental in strategizing early investment in product registrations and building the library of product dossiers. He is responsible for marketing, procurement, registrations and logistics functions of the agrochemical business.

The principal terms and condition of appointment of Mr. Ashish R. Bubna is given below:

a) Tenure of appointment:

The appointment of WTD is for a period of 5 (Five) years from 1st January, 2019 to 31st December, 2023.

b) Duties and Power:

The WTD shall devote his whole time, attention and abilities to the business of the Company and shall perform such duties

as may be entrusted to him by the Board from time to time. The WTD will take instructions from the Board and shall well and faithfully serve the Company and use his utmost endeavor to promote the interest thereof.

c) Remuneration:

i) Salary & Commission:

The WTD shall be entitled for Basic Salary of ₹ 1.50 Crores per annum and commission of 0.67% of Net profits as per provisions of Section 197 & 198 the Companies Act, 2013.

ii) Perquisites and Allowances:

Category A

Medical expenses actually incurred for self and family shall be reimbursed by the Company under the Medclaim Policy.

The Company shall provide leave travel fare for the WTD and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.

Category B

The Company shall contribute towards Provident Funds / Superannuation Fund / Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act, 1961.

The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.

The Company shall provide Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules.

The perquisites under this category shall not be included in the computation of ceiling on remuneration.

Category C

The Company shall provide a car with a driver at the cost of the Company for business use of the Company.

The WTD shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

“Family” means the spouse, dependent children and dependent parents of the WTD.

Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed.

**v) Minimum Remuneration:**

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Whole Time Directors of the Company taken together. Provided however that in the event of absence or inadequacy of profit, the WTD shall be entitled to remuneration mentioned under (c) above and perquisites as above within the minimum remuneration specified in Schedule V of the Companies Act, 2013. However, the WTD shall not be paid any sitting fees for attending the Board or Committee meetings.

vi) Term And Termination:

The appointment notwithstanding the 5 years tenure fixed with effect from 1st January, 2019 may be terminated by either party by giving three months notice in writing.

In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company to the WTD.

However, no compensation for the loss of office will be payable by the Company as contemplated under the provisions of Section 202 of the Companies Act, 2013

The WTD shall be liable to retirement by rotation.

Mr. Bubna and his family members are concerned and interested in the resolutions mentioned in item No. 5 to 8 of the Notice. None of the Independent Director/s or Key Managerial Personnel or their relatives is interested in the resolutions stated above.

Item No. 8:**To re-appoint Mr. Manish R. Bubna (DIN: 00137394) as Whole - Time Director of the Company.**

The Board of Directors of your Company has at its meeting held on 9th May, 2018, re-appointed Mr. Manish R. Bubna (DIN: 00137394) as the Whole – Time Director (“WTD”) of the Company with effect from 1st January, 2019 upto 31st December, 2023. The re-appointment is subject to the approval of the Members of the Company. The re-appointment was made based on recommendation by the Nomination and Remuneration Committee meeting held on 9th May, 2018.

Mr. Manish R. Bubna is one of the founders of the Company. He holds a Bachelor's Degree in Chemical Engineering from the University Department of Chemical Technology, Bombay University. He has over 25 years of experience in chemicals, agrochemicals and related businesses. He has spearheaded the Company's foray into the conveyor belt and general chemicals business. He also oversees the information technology, logistics and documentation functions of the Company.

The principal terms and condition of appointment of Mr. Manish R. Bubna is given below:

a) Tenure of appointment:

The appointment of WTD is for a period of 5 (Five) years from 1st January, 2019 to 31st December, 2023.

b) Duties and Power:

The WTD shall devote his whole time, attention and abilities to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time. The WTD will take instructions from the Board and shall well and faithfully serve the Company and use his utmost endeavor to promote the interest thereof.

c) Remuneration:**i) Salary & Commission:**

The WTD shall be entitled for Basic Salary of ₹ 1.50 Crores per annum and commission of 0.67% of Net profits as per provisions of Section 197 & 198 the Companies Act, 2013.

ii) Perquisites and Allowances:**Category A**

Medical expenses actually incurred for self and family shall be reimbursed by the Company under the Mediclaim Policy.

The Company shall provide leave travel fare for the WTD and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.

Category B

The Company shall contribute towards Provident Funds / Superannuation Fund / Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act, 1961.

The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.

The Company shall provide Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules.

The perquisites under this category shall not be included in the computation of ceiling on remuneration.

Category C

The Company shall provide a car with a driver at the cost of the Company for business use of the Company.

Notice

The WTD shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

“Family” means the spouse, dependent children and dependent parents of the Whole-time Director

Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed.

iii) Minimum Remuneration:

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Whole Time Directors of the Company taken together. Provided however that in the event of absence or inadequacy of profit, the WTD shall be entitled to remuneration mentioned under (c) above and perquisites as above within the minimum remuneration specified in Schedule V of the Companies Act, 2013. However, the WTD shall not be paid any sitting fees for attending the Board or Committee meetings.

iv) Term And Termination:

The appointment notwithstanding the 5 years tenure fixed with effect from 1st January, 2019 may be terminated by either party by giving three months notice in writing.

In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company to the WTD.

However, no compensation for the loss of office will be payable by the Company as contemplated under the provisions of Section 202 of the Companies Act, 2013.

The WTD shall be liable to retirement by rotation.

Mr. Bubna and his family members are concerned and interested in the resolutions mentioned in item No. 5 to 8 of the Notice. None of the Independent Director/s or Key Managerial Personnel or their relatives is interested in the resolutions stated above.

By Order Of Board Of Directors

Jetkin Gudhka

Company Secretary

Date : May 09, 2018

Place : Mumbai

ANNEXURE

Details of Directors seeking Appointment/ Re-appointment at the AGM

Particulars	Mr. Ramprakash V. Bubna	Mrs. Sharda R. Bubna	Mr. Ashish R. Bubna	Mr. Manish R. Bubna
Date of Birth (Age)	20 th July, 1946 (71 Years)	4 th May, 1953 (65 Years)	9 th October, 1972 (45 Years)	30 th June, 1974 (43 Years)
Date of Appointment	12 th March, 2004	12 th March, 2004	12 th March, 2004	12 th March, 2004
Category	Executive Director	Executive Director	Executive Director	Executive Director
Qualification	B. Tech (Chemical Engineering)	B.A	B.Com	B. Ch.E
Terms and conditions of appointment/ re-appointment	Refer Item No.5 of the Notice	Refer Item No.6 of the Notice	Refer Item No.7 of the Notice	Refer Item No.8 of the Notice
Number of shares held in the Company	1,40,52,686	1,40,52,685	1,51,80,000	1,51,80,000
Directorship held in other Public Companies (excluding foreign companies and Section 8 companies)	NIL	NIL	NIL	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL	NIL	NIL
Relationships between Directors inter-se	1) Husband of Mrs. Sharda Bubna 2) Father of Mr. Ashish Bubna and Mr. Manish Bubna	1) Wife of Mr. Ramprakash Bubna 2) Mother of Mr. Ashish Bubna and Mr. Manish Bubna	1) Son of Mr. Ramprakash Bubna and Mrs. Sharda Bubna 2) Brother of Mr. Manish Bubna	1) Son of Mr. Ramprakash Bubna and Mrs. Sharda Bubna 2) Brother of Mr. Ashish Bubna
No. of Board Meetings attended during the year	4	4	2	3