

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the **23rd Annual General Meeting** of the members of the Company **Shree Pushkar Chemicals & Fertilisers Limited** will be held on **Wednesday the 10th August, 2016**, at **3.00 p.m.** at **Brijwasi Palace Hall, Brijwasi Estate, Sonawala Road, Goregaon (East), Mumbai – 400 063**, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2016 and the Reports of the Auditors' and Directors' thereon;
2. To appoint a Director in place of Mr. Punit Gopikishan Makharia (DIN: 01430764), who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint a Director in place of Mr. Gautam Gopikishan Makharia (DIN: 01354843), who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS:

4. Appointment of Statutory Auditors to fill casual vacancy:

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

“RESOLVED THAT pursuant to the provisions of Section 139, 140 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s. S. K. Patodia & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 112723W, as a Statutory Auditors of the Company to fill up the casual vacancy caused by resignation of M/s. Jajodia & Company, Chartered Accountants, previous auditors of the Company, be and is hereby approved upon such terms and conditions as may be mutually decided between the Board of Directors of the Company and M/s. S. K. Patodia & Associates, Chartered Accountants.”.

ORDINARY BUSINESS:

5. **Appointment of Statutory Auditor:**

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. S. K. Patodia & Associates, Chartered Accountants, Mumbai, having Firm Registration No.112723W, who was appointed in the Board Meeting dated 12th May, 2016, in casual vacancy caused by resignation of M/s. Jajodia & Company, Statutory Auditor, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixth consecutive Annual General Meeting of the Company, subject to ratification by members at each annual general meeting, at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or, any Key Managerial Personnel be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

6. **Appointment of Mr. Ramakant Madhav Nayak, (DIN: 00129854) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ramakant Madhav Nayak, (DIN: 00129854), a non-executive director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for a period of 5 (five) consecutive years starting from 28th July, 2016 to 27th July, 2021.”

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

7. Appointment of Mr. Dinesh Navnitlal Modi, (DIN: 00004556) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Dinesh Navnitlal Modi, (DIN: 00004556), a non-executive director of the company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for a period of 5 (five) consecutive years starting from 28th July, 2016 to 27th July, 2021.”

8. Appointment of Mr. Nirmal Bhagirathprasad Kedia, (DIN: 00050769) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Nirmal Bhagirathprasad Kedia, (DIN: 00050769), a non-executive director of the company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and hold office for a period of 5 (five) consecutive years starting from 28th July, 2016 to 27th July, 2021.”

9. Ratification of Remuneration to Mr. Dilip Bathija & Co., the Cost Auditor:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, the remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus service tax, out-of- pocket expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board payable to M/s Dilip Bathija & Co., Cost Accountants (Firm Registration No. 10904) as Cost Auditors to conduct the Audit of the relevant Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year ending March 31, 2017, be and is hereby ratified and confirmed.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

10. Re-appointment of Mr. Punit Makharia as a Chairman & Managing Director (DIN 01430764):

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

“RESOLVED THAT according to the recommendation of Nomination and Remuneration committee and approval of Board and subject to the provisions of Section 196, 197, 203 read with provisions of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the terms and conditions of re-appointment and remuneration payable to Mr. Punit Makharia, as a Chairman and Managing Director of the Company for a period of 5 years starting from 1st April, 2016 to 31st March, 2021, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of inadequacy of profits in any financial year, is hereby approved and sanctioned with authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Punit Makharia.

RESOLVED FURTHER THAT the Board of Directors or a committee thereof constituted for this purpose or any KMP, be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

11. Re-appointment of Mr. Gautam Gopikishan Makharia as a Joint Managing Director (DIN 01354843):

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

“RESOLVED THAT according to the recommendation of Nomination and Remuneration committee and approval of Board and subject to the provisions of Section 196, 197, 203 read with provisions of Schedule V and all other applicable provisions,

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

if any of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the terms and conditions of re-appointment and remuneration payable to Mr. Gautam Makharia, as a Joint Managing Director of the Company for a period of 5 years starting from 1st April, 2016 to 31st March, 2021, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of inadequacy of profits in any financial year which is hereby approved and sanctioned with authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Gautam Makharia.

RESOLVED FURTHER THAT the Board of Directors or a committee thereof constituted for this purpose, any KMP be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By Order of the Board
For Shree Pushkar Chemicals & Fertilisers Limited**

Sd/-

**Punit Makharia
Chairman & Managing Director
DIN: 01430764.**

Place: Mumbai

Date: 11th July, 2016.

Registered Office:

202, A Wing, Building No.3,
Rahul Mittal Industrial Estate,
Sir M. V. Road, Andheri (East),
Mumbai – 400 059.

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under **Item Nos. 4, 6 to 11** of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment as Director under Item No. 6, 7, 8, 10 & 11 of the Notice, are also annexed.
4. Corporate Members are requested to send to the registered office of the Company, 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.
5. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
6. Relevant documents referred to in the accompanying Notice would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between **11.00 a.m. to 1.00 p.m.** up to the date of the Annual General Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from **3rd August, 2016 to 10th August, 2016** (Both Days Inclusive) for the purpose of the Annual General Meeting.
8. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP IN in all correspondence, so as to enable the Company to address any future communication at their correct address.
9. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
10. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at an early date, so that the requested information can be made available at the time of the meeting.
11. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, **BigShare Services Private Limited**, for assistance in this regard.
12. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form with Depository Participants. Members holding shares in the dematerialized form may contact their Depository Participant for recording nomination in form may contact their Depository Participant for recording nomination in respect of their shares.
14. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013, read with relevant Rules made thereunder, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules thereunder, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013, read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.

17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.shreepushkar.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: cosec@shreepushkar.com
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then they cannot vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Company Secretaries**, Scrutinizer, C-502, Raylon Arcade, Ram Krishna Mandir Road, Next to Pidilite Industries, Kondivita, Andheri (East), Mumbai – 400 059; Tel/Mob.: 8108555704, Email: sanam.u@dsmcs.in so as to reach him on or before Monday, 8th August, 2016 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
20. Members can request for a Ballot Form at **Shree Pushkar Chemicals & Fertilisers Limited**, 202, A, Wing Bldg., No.3, Rahul Mittal Industrial Estate, Sir M. V. Road, Andheri E, Mumbai.400059 or they may also address their request through E-mail to: cosec@shreepushkar.com, Contact No.: **022-42702525**.
21. The E-voting period for all items of business contained in this Notice shall commence from **Sunday the 7th August, 2016 at 9.00 a.m.** and will end on **Tuesday the 9th August, 2016 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **3rd August, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on **3rd August, 2016**.
22. The board of directors has appointed **CS Sanam Umbargikar, partner of M/s. DSM & Associates, Company Secretaries, (Membership No.A26141 and COP No.9394)** as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
23. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.
24. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's Report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
25. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published elsewhere in the Annual Report of the Company.
26. Voting through electronic means:
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, the 7th August, 2016 at 9.00 a.m. and ends on Tuesday the 9th August, 2016 at 5.00 pm. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 3rd August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Shree Pushkar Chemicals & Fertilisers Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board
For Shree Pushkar Chemicals & Fertilisers Limited**

**Sd/-
Punit Makharia
Chairman & Managing Director
DIN: 01430764.**

Place: Mumbai
Date: 11th July, 2016

Registered Office:
202, A Wing, Building No.3,
Rahul Mittal Industrial Estate,
Sir M. V. Road, Andheri (East),
Mumbai – 400 059.

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

Explanatory Statement

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the **item No. 4, 6 to 11** of the accompanying Notice:

Item No. 4:

M/s. Jajodia & Company, Chartered Accountants, existing auditors of the Company had tendered their resignation from the position of Statutory Auditor due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Accordingly the Board proposes that M/s. S. K. Patodia & Associates, Chartered Accountants, Mumbai, be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Jajodia & Company, Chartered Accountants.

M/s. S.K. Patodia & Associates, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The appointment of Statutory Auditor caused by resignation of existing auditor needs to be approved by members of the Company within a period of 3 months from the recommendation of the Board. Hence the resolution for appointment of M/s. S. K. Patodia & Associates, Chartered Accountants as Statutory Auditor of the Company is proposed in this Annual General Meeting for the consent of the members.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 6 to 8:

Pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ramakant Nayak, (DIN: 00129854), Mr. Dinesh Modi, (DIN:004556) and Mr. Nirmal Kedia, (DIN:00050769) were re-appointed as a Non Executive Independent Director at the Board Meeting held on July 11th, 2016.

Mr. Ramakant Nayak, a Resident Indian National, he holds a Bachelor's degree in Science from Karnataka University, a Bachelor's Degree in Law from University of Mumbai and a Diploma in Marketing and Advertising from Rajendra Prasad College of Mass Communications & Media. He is an associate member of The Indian Institute of Bankers. He has more than 40 years of extensive commercial banking experience; financial services industry, particularly commercial banking, manufacturing industry and realty industry.

Mr. Dinesh Modi, a Resident Indian National, he holds degree in Commerce, Law Graduate and he is a member of Institute of Company Secretaries of India (ICSI). He has about four decades of experience in the field of corporate compliance and secretarial, legal, in bigger Indian companies.

Mr. Nirmal Kedia, a Resident Indian National, he holds a Bachelor's degree in Commerce from University of Mumbai. He has more than two decades of experience in the field of Management, Finance and Legal industry such as Castings, Engineering, Construction and Software Industry.

The Board, based on the experience/expertise declared by all three directors, are of the opinion that they have the requisite qualification to act as a Non-Executive Independent Director of the Company. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ramakant Nayak, Mr. Dinesh Modi and Mr. Nirmal Kedia would hold office up to the 27th July, 2016.

The Company has received notices in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Ramakant Nayak, Mr. Dinesh Modi and Mr. Nirmal Kedia for the office of Independent Director of the Company.

Mr. Ramakant Nayak, Mr. Dinesh Modi and Mr. Nirmal Kedia are not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and their consent to act as director has been received by the Company.

The Company has received a declarations from Mr. Ramakant Nayak, Mr. Dinesh Modi and Mr. Nirmal Kedia stating that they meet the criteria of Independence as prescribed both under sub-section (6) of Section 149 read with schedule IV of the Companies Act, 2013 and under Reg. 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the proposed three directors fulfills the conditions for their appointment as an Independent Director as specified in the Act and the SEBI regulation.

Mr. Ramakant Nayak, Mr. Dinesh Modi and Mr. Nirmal Kedia are independent of the management and possess appropriate skills, experience and knowledge. Your Board of Directors deliberated and decided that owing to the rich and varied experience, association with proposed three candidature would be of immense benefit to the Company and it is desirable to avail services of Independent Director. Accordingly, on the recommendation received from the Nomination and Remuneration Committee, the Board recommends the resolution for the appointment Mr. Ramakant Nayak, Mr. Dinesh Modi and Mr. Nirmal Kedia as an Independent Director for a term of 5 (five) years from 28th July, 2016 to July, 27th, 2021 for the approval of the shareholder of the Company.

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

The proposed candidature does not hold by himself or for any other person on a beneficial basis, any shares in the company as per declaration given by him except Mr. Ramakant Nayak holds 1000 equity shares in the Company.

The copy of the draft letter for appointment of Mr. Ramakant Nayak, Mr. Dinesh Modi and Mr. Nirmal Kedia as Independent Director of the Company would be made available, for inspection by the members without payment of any fee, at the Registered Office of the Company between 11.00 AM and 1.00 P.M. on all working days up to the date of the Annual General Meeting.

This Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors, except three Independent Directors whose appointment is proposed or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution, except respective Directors seeking appointment.

The Board recommends the Special Resolution set out at Item No. 6 to 8 of the Notice for approval by the members.

Item No.9:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee, the Board has, considered and approved the appointment of Mr. Dilip Bathija & Co., Cost Accountant, as the cost auditor for the financial year 2016-17 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) per annum, plus applicable service tax and reimbursement of out of pocket expenses.

The Board recommends this resolution for approval of the Members

None of the Directors/Key Managerial Personnel of the Company/their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 10 to 11:

As members must be aware that the tenure of appointment of Mr. Punit Makharia and Mr. Gautam Makharia, as a Chairman & Managing Director and as a Joint Managing Director respectively, expired on 31st March, 2016, and hence Board of Directors have re appointed them for further period of 5 years starting from 1st April, 2016 to 31st March, 2021.

According to Section 196 read with section 197(4) of the Companies Act, 2013, inter alia, provides that company shall re-appoint them, as Managing Director subject to approval by the members by passing an Ordinary resolution.

Keeping in view that Mr. Punit Makharia and Mr. Gautam Makharia have rich and specific experience in the Chemical and Fertilisers Industry and have been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the tenure of Mr. Punit Makharia as a Chairman and Managing Director as well as Mr. Gautam Makharia as a Joint Managing Director on the Board of Directors.

Mr. Punit Makharia, founder promoter of the Company, aged 46 years, he is commerce graduate from Mumbai University and he has over 2 decades of business experience of dealing in Chemical and Dyes intermediates, manufacturing Dyes & Dyes Intermediates, Fertilisers, Sulphur Base Acids, Animal Feed Additives, Acid Dyes Suppliers, Direct Dyes Exporters, Reactive Dyes, Acids, Sulphuric Acids, Oleum Acids, Chloro Sulphonic Acid. He has diversified expertise in the field of Finance & Accounts, Marketing, Purchases, Sales and Administration. He is also one of the Promoters of the Company and associated with Company since incorporation.

Mr. Gautam Makharia, a Resident National, Aged 43 Years; he has done B.E in Electronics from Bombay University and MBA from USA. He is an expert in the field of Accounts, Banking, Sales, project planning implementation, production, management and control. He is also one of the Promoters of the Company and associated with company since incorporation.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee, the Board of Directors of the Company have passed a resolution on 27th May, 2016 approving re-appointment of Mr. Punit Makharia, as a Chairman and Managing Director and Mr. Gautam Makharia as a Joint Managing Director of the Company for a further period of 5 (five) years with effect from 1st April, 2016 to 31st March, 2021. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of terms and conditions of the re-appointment, remuneration payable to Mr. Punit Makharia and Mr. Gautam Makharia, are given below:

A. Period of Appointment:

Mr. Punit Makharia has been appointed as a Chairman and Managing Director for a period of 5 years with effect from 1st April, 2016 up to 31st March, 2021.

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

Mr. Gautam Makharia has been appointed as a Joint Managing Director for a period of 5 years with effect from 1st April, 2016 up to 31st March, 2021.

B. Salary:

Mr. Punit Makharia will be paid the salary of Rs.5,00,000/- per month (Rupees Five Lakh Only), as decided by the Board, inclusive of all perquisites.

Mr. Gautam Makharia will be paid the salary of Rs.5,00,000/- per month (Rupees Five Lakh Only), as decided by the Board, inclusive of all perquisites.

Other terms and conditions:

- i. The Managing Director and Joint Managing Director are entitled to reimbursement of all actual expenses as per the Rules of the Company including on entertainment and travelling incurred in the course of the Company's business.
- ii. The Managing Director and Joint Managing Director are entitled to avail of fully paid leave as per the Rules of the Company as applicable to the senior executives.
- iii. The Managing Director and Joint Managing Director, subject to the applicable provisions of the Companies Act, 2013, is also eligible for housing loan as applicable in accordance with the Rules of the Company.
- iv. The Managing Director and Joint Managing Director are also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.
- v. The Managing Director and Joint Managing Director are not entitled to payment of any sitting fees for attending the meetings of the Board or of a Committee thereof.
- vi. The appointment shall be terminated by the Company by giving him six months' notice or on payment of 'six months' salary in lieu thereof and by him by giving six months' notice.
- vii. For all other terms and conditions not specifically spelt out above, the provisions of Agreement of Appointment of Managing Director and Joint Managing Director, to be executed between the Company and Mr. Punit Makharia & Mr. Gautam Makharia, shall apply.

Minimum Remuneration: In case in any financial year during the currency of the tenure of the Managing Director and Joint Managing Director, if the Company has no profits or the profits are inadequate, the Company shall, subject to the approval of the Central Government wherever required, if any, and pursuant to the provisions of Sections 197, 198 and 203 read with and subject to the conditions and limits specified in the Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) pay to the Managing Director and Joint Managing Director 'salary' as specified above.

The Board of Directors recommends the resolution in relation to the re-appointment of Executive Chairman and Managing Director; and Joint Managing Director, for the approval of the shareholders of the Company.

The Disclosure under SEBI (Listing Regulations), are provided at with this Notice.

Except Mr. Punit Makharia and Mr. Gautam Makharia and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 10 to 11.

**By Order of the Board
For Shree Pushkar Chemicals & Fertilisers Limited**

Sd/-

**Punit Makharia
Chairman & Managing Director
DIN: 01430764.**

Place: Mumbai.

Date: 11th July, 2016

Registered Office:

202, A Wing, Building No.3,
Rahul Mittal Industrial Estate,
Sir M. V. Road, Andheri (East),
Mumbai – 400 059.

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

“Annexure - A “

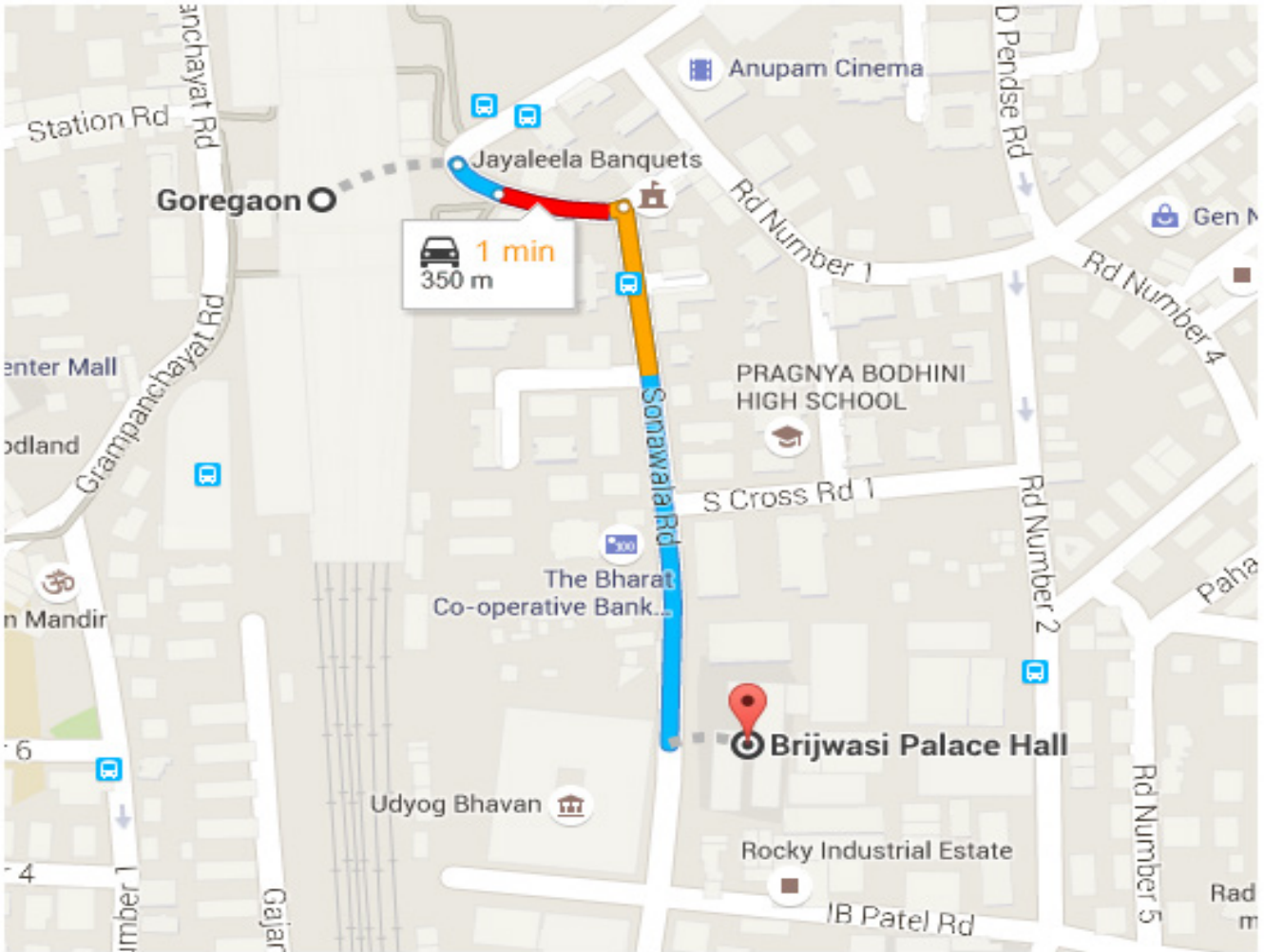
Details of Director Seeking Re-appointment at the Annual General Meeting

Director's Name	Punit Makharia	Gautam Makharia
Fathers' Name	Gopikishan Makharia	Gopikishan Makharia
Date of Birth	28/04/1970	6/09/1973
Date of Appointment	29/03/1993	29/03/1993
Expertise in specific functional areas	He has vided expertise in the field of Finance & Accounts, Marketing, fertilizers and chemicals, Purchases, sales and administration.	He is an expert in the field of Accounts, Banking, Sales, project planning implementation, production, management and control.
Years of Experience	More than 22 years	More than 22 Years
Qualification	B.Com.	B.E., MBA
Directorship in Other Companies	2	2
Member/Chairman of the Committee	NIL	Nil
Holding no. shares	1,23,67,593	43,28,301
Relations between Directors inter-se	Brother of Gautam Makharia	Brother of Punit Makharia

Director's Name	Ramakant Nayak	Dinesh Modi	Nirmal Kedia
Fathers' Name	Madhav Nayak	Navnitlal Modi	Bhagirathprasad Kedia
Date of Birth	30/06/1945	21/11/1950	01/02/1970
Date of Appointment	04/12/2010	20/06/2012	08/09/2010
Expertise in specific functional areas	He has extensive commercial banking experience in several banks as position of General Manager and Chairman	He has vide experience in Corporate Law, Company Secretarial Work, admin and legal work, internal Auditing of contact system, computer business and, sales activates and foreign contacting,	He has experience in the field of Management Finance & Legal in Industry such as Castings, Engineering, Construction and Software Industry
Years of Experience	More than 40 years	More than 40 Years	More than 15 years
Qualification	Degrees in Science and Law, Diploma in Marketing and Advertising, Certified Associate Of Indian Institute of Banking (I)	B.com, LLB and FCS,	B.com
Directorship in Other Companies	6	14	13
Member/Chairman of the Committee	8/2	7/1	-
Holding No. of shares	1000	0	0
Relations between Directors inter-se	N.A.	N.A.	N.A.

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

Route Map for Annual General Meeting Venue
Goregaon East (Local) Railway Station, Mumbai to Brijwasi Palace Hall:-



SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

CIN: U24100MH1993PLC071376

Reg. Office: 202, A Wing Bldg. No.3, Rahul Mittal Industrial Estate, Sir M. V. Road., Andheri (East),
Mumbai- 400 059. Tel: 022-42702525.

Email: cosec@shreepushkar.com, Fax No: 02228504242.

Website: www.shreepushkar.com

ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of the Company held on Wednesday, the 10th August, 2016, at 03.00 P.M.
At Brijwasi Palace Hall, Brijwasi Estate, Sonawala Road, Goregaon (East), Mumbai – 400063.

Folio No. _____ DPID No. _____ Client ID No _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

- 1. Only Member/Proxy holder can attend the Meeting
- 2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

-----Tear Here-----

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

CIN: U24100MH1993PLC071376

Reg. Office: 202, A Wing Bldg. No.3, Rahul Mittal Industrial Estate, Sir M. V. Road., Andheri (East),
Mumbai- 400 059. Tel: 022-42702525.

Email: cosec@shreepushkar.com, Fax No: 02228504242.

Website: www.shreepushkar.com

PROXY FORM

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

Name of the Member(S):

Registered Address:.....

.....Email –id:.....

Folio No./ Client ID: DP ID:

I/We, being the member (s) of _____ number shares of the above named Company, hereby appoint

1) Name:.....

Address:.....

Email-Id:.....Signature:.....

or failing him

2) Name:.....

Address:.....

Email-Id:.....Signature:.....

or failing him

3) Name:.....

Address:.....

Email-Id:.....Signature:.....

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

CIN: U24100MH1993PLC071376

Reg. Office: 202, A Wing Bldg. No.3, Rahul Mittal Industrial Estate, Sir M. V. Road., Andheri (East),
Mumbai- 400 059. Tel: 022-42702525.

Email: cosec@shreepushkar.com, Fax No: 02228504242.

Website: www.shreepushkar.com

BALLOT FORM

Sr. No:

- Name(s) of Shareholders
Including joint holders, If any:
- Registered Address of the :
Sole / First named Member
Shareholder
- Folio Number /DP ID No./Client ID No*:
(*Applicable to investors holding shares in dematerialised form)
- Number of Equity Share(s) held:
- I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Twenty Third Annual General Meeting (AGM) of the Company to be held on Wednesday, 10th August, 2016 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	Type of Resolution	No. of equity shares	(For)	(Against)
				I/We assent to the Resolutions	I/We assent to the Resolutions
1	To consider and adopt the audited financial statements of the Company for the financial year ended on 31 st March, 2016 and the Reports of the Auditors' and Directors' thereon.	Ordinary			
2	To appoint a Director in place of Mr. Punit Gopikishan Makharia	Ordinary			
3	To appoint a Director in place of Mr. Gautam Gopikishan Makharia	Ordinary			
4	Appointment of Statutory Auditors to fill casual vacancy	Ordinary			
5	Re-Appointment of M/s. S K Patodia & Associates, Chartered Accountants, Statutory Auditors;	Ordinary			
6	Appointment of Mr. Ramakant Madhav Nayak, (DIN: 00129854) as an Independent Director	Special			
7	Appointment of Mr. Dinesh Navnitlal Modi, (DIN: 00004556) as an Independent Director.	Special			
8	Appointment of Mr. Nirmal Bhagirathprasad Kedia, (DIN: 00050769) as an Independent Director	Special			
9	Ratification of Remuneration to M/s. Dilip Bathija, the Cost Auditor	Ordinary			
10	Re-appointment of Mr. Punit Makharia as a Chairman & Managing Director (DIN 01430764):	Ordinary			
11	Re-appointment of Mr. Gautam Gopikishan Makharia as a Joint Managing Director (DIN 01354843):	Ordinary			

Place: Mumbai

Date:

Signature of the Member

Notes: Please read the instructions printed below carefully before exercising your vote.

Valid ballot forms received by the scrutinizer by 5.00 p.m. on Monday, August, 8th 2016 shall be considered.

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

INSTRUCTIONS

- 1) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 2) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
- 4) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

- 1) Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, CS Sanam Umbargikar, partner of M/s. DSM & Associates, Company Secretaries, at C-502, Raylon Arcade, Ram Krishna Mandir Road, Next to Pidilite Industries, Kondivita, Andheri (East), Mumbai – 400 059.
- 2) The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- 3) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 4) Votes should be cast in case of each resolution, either in favor or against by putting the tick (√) mark in the column provided in the Ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Wednesday, 3rd August, 2016 as per the Register of Members of the Company.
- 6) Duly completed Ballot Form should reach the Scrutinizer not later than Monday, August, 8th 2016 (5:00 p.m. IST). Ballot Form received after Monday, August, 8th 2016 will be strictly treated invalid as if the reply from the Members has not been received.
- 7) A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
- 8) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 9) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 10) The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.shreepushkar.com within two days of the passing of the Resolutions at the AGM of the Company on Wednesday, 10th August, 2016 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.