MEGHMANI
ORGANICS LIMITED

CORPORATE OFFICE : "MEGHMANI HOUSE", Behind Safal Profitaire, Corporate Road, Prahladnagar, Ahmedabad-380 015. (INDIA) Phone No.: +91 79 71761000, 29709600 Fax : 91 79 - 29709605
E-mail : exports@meghmani.com Site : www.meghmani.com CIN : L24110GJ1995PLC024052

02/07/2018

National Stock Exchange of India Limited "Exchange Plaza", Bandra-Kurla Complex, Bandra (East) Mumbai 400 051 **SCRIP CODE: MEGH.NS**	BSE Limited Floor- 25, P J Tower, Dalal Street, Mumbai 400 001 **SCRIP CODE: 532865**

Dear Sirs,

Sub: - Notice of 24th Annual General Meeting

We refer to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and enclose herewith a copy of the Notice dated 26th May, 2018 convening the 24th Annual General Meeting of the **Company to be held on 27th July, 2018 at 10.00 a.m. at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015.**

Thanking you.

Yours faithfully,
For Meghmani Organics Limited

K D Mehta
Company Secretary

MEGHMANI ORGANICS LIMITED

CIN L24110GJ1995PLC024052

Registered Office: Plot No. 184, (Phase II), G.I.D.C. Industrial Estate, Vatva, Ahmedabad - 382 445.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS hereby given that **Twenty Fourth Annual General Meeting** of the Company will be held on **Friday, 27th July, 2018 at 10.00 a.m.** at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider, and adopt:
   (i) the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2018 together with report of the Board of Directors and Auditors thereon and
   (ii) the Audited Consolidated Financial Statement of the Company for the Financial Year ended on 31st March, 2018 together with report of Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. Jayanti Patel (DIN 00027224), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anand Patel (DIN 00027836), who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit to pass the following resolution with or without modification, if any, as an **Ordinary Resolution:-**

   RATIFICATION OF AUDITORS AND JOINT AUDITORS AND FIX THEIR REMUNERATION:-

   "RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. 324982E / E300003) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2019."

   "RESOLVED FURTHER THAT Ernst & Young LLP, Chartered Accountants, Singapore, be and is hereby appointed as Joint auditors of the Company under the International Financial Reporting Standards (IFRS) (for Singapore Exchange Listing Rules Requirement) to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting (AGM) of the Company to be held in the year 2019." At such remuneration as may be mutually agreed upon and fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:-

6. To Consider and if thought fit to pass the following resolution with or without modification as **Special Resolution:-**

   APPOINTMENT OF MR. MANUBHAI KHODIDAS PATEL AS DIRECTOR (DIN 00132045)

   "RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 **Mr. Manubhai Khodidas Patel (DIN 00132045)** who was appointed as an Additional Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on 10th February 2018, and who holds office till the conclusion of this Annual General Meeting 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 Non-Executive Independent Director of the Company."

NOTICE OF ANNUAL GENERAL MEETING

7. To Consider and if thought fit to pass the following resolution with or without modification as **Special Resolution:-**

APPOINTMENT OF MR. BHASKAR RAO AS DIRECTOR (DIN 08058946)

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 **Mr. Bhaskar Rao (DIN 08058946)** Resident of Singapore was appointed as an Additional Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on 10th February 2018 and who holds office till the conclusion of this Annual General Meeting 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 Non-Executive Independent Director of the Company."

8. To Consider and if thought fit to pass the following resolution with or without modification as **Special Resolution:-**

APPOINTMENT OF MR. C. S. LIEW AS DIRECTOR (DIN 08065615)

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 **Mr. C. S. Liew (DIN 08065615)** Resident of Singapore was appointed as an Additional Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on 10th February 2018 and who holds office till the conclusion of this Annual General Meeting 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 Non-Executive Independent Director of the Company."

9. To Consider and if thought fit to pass the following resolution with or without modification as an **Ordinary Resolution:-**

APPOINTMENT OF COST AUDITOR OF THE COMPANY FOR FY 2018-19

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 M/s. Kiran J Mehta & Co. Cost Accountants Ahmedabad (having Firm's Registration No. 000025), be and is hereby appointed as Cost Auditor of the Company for conducting the audit of the cost records of the Company for the Financial Year 2018-2019 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum (apart from reimbursement of pocket expenses incurred for the purpose of Audit)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

AUTHORITY FOR RELATED PARTY TRANSACTIONS

"RESOLVED THAT pursuant to Section 188(1) of the Companies Act, 2013, the consent, sanction, permission or approval of the members of the Company be and is hereby accorded to the Board of Directors to enter into the transactions with Related / Interested Parties for Sales of Pigment and Agrochemical products manufactured by the Company from time to time and purchase of chemical product manufactured by related parties on order to order basis as per the details given in table placed herein below for a period commencing from 1st April, 2018 and to remain in force unless revoked or varied by the Company in General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Sr. No.	Name of Related Parties	Nature of Interest/ Relationship	Nature of Transaction	Amount (₹ In Crores Per Annum)
1.	Meghmani Organics USA Inc,	Wholly owned Subsidiary.	Sale/Purchase of Chemical Products	90
2.	Meghmani Overseas FZE	Wholly owned Subsidiary.	Sale/Purchase of Chemical Products	20
3.	Meghmani Finechem Limited	Subsidiary Company.	Sale/Purchase of Chemical Products	80
4.	Tapsheel Enterprise	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	5
5.	Vidhi Global Chemicals Limited	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	75
6.	Meghmani LLP	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	10
7.	Meghmani Chemicals Limited	Directors /Relatives hold more than 2%	Sale/Purchase of Chemical Products	2
8.	Meghmani Industries Limited	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	5
9.	Meghmani Dyes & Intermediates LLP	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	5
10.	Meghmani Pigment	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	20
11.	Ashish Chemicals	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	10
12.	Matangi Industries LLP	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	5
13.	Panchratna Corporation	Directors /Relatives hold more than 2%.	Rent Payment	5
14.	Navratan Speciality Chemicals LLP	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	5
15.	Trent Chemical Industries	Directors /Relatives hold more than 2%.	Sale/Purchase of Chemical Products	5

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, in relation to the above and to settle all matters arising out of and incidental thereto, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

Registered Office:
184, PHASE II, GIDC INDUSTRIAL ESTATE,
VATVA, AHMEDABAD 382 445
Date: 26.05.2018

By Order of the Board
K D MEHTA
COMPANY SECRETARY
FCS - 2051

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. As per Section 105 of the Companies Act, 2013 and Rules 7.17 thereof a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% percent of the total share capital of the Company.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **21st July, 2018 to 27th July, 2018** (both days inclusive) for the purpose of Annual General Meeting.
6. If a dividend is declared at the Annual General Meeting, the payment of such dividend will be made to those Members of the Company whose names stand on the Register of Members of the Company **on July 27, 2018**. The dividend in respect of shares held in dematerialized form in the Depository System will be paid to the beneficial owners of shares as **on July 20, 2018**, as per the list provided by the Depositories for this purpose. The dividend will be payable on and from **August 06, 2018.**
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. **The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.**

   Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to Link Intime India Private Limited - the Registrar and Share Transfer Agent.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. **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 PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited - the Registrar and Share Transfer Agent.**
11. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Electronic Copy of the **Annual Report for 2017- 18** is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.

13. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website **www.meghmani.com** for their download. The physical copies of the relevant documents mentioned in accompanying Notice will be available at the Company's Registered Office in Ahmedabad for inspection during normal business hours on all working days except Saturdays till the date of Annual General Meeting.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: **helpdesk@meghmani.com**
16. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
17. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
18. **Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.**
19. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with **Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company.**
20. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be, transferred to the Investor Education and Protection Fund as per Section 125 of the Companies Act, 2013.
21. **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 24th 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):

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NOTES:

The instructions for Shareholders voting electronically are as under

(i) The voting period begins on **24th July, 2018 at 9.00 AM and ends on 26th July, 2018 at 5 PM.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **20th July, 2018,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The Shareholders should log on to the e-voting website **www.evotingindia.com.**

(iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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 Sequence Number. The Sequence Number will be intimated to such member by way of a letter.
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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the **EVSN of Meghmani Organics Limited.**

(xii) 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.

(xiii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for IOS, Android and Window based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **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 Corporate.
- 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 should be mailed to **helpdeskevoting@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.

(xx) 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.**

CONTACT DETAILS :-

COMPANY	MEGHMANI ORGANICS LIMITED "MEGHMANI HOUSE", B/H SAFAL PROFITAIRE, CORPORATE ROAD, PRAHALADNAGAR, AHMEDABAD- 380 015 E-MAIL:- **helpdesk@meghmani.com**
REGISTRAR AND TRANSFER AGENT	LINK INTIME INDIA PRIVATE LIMITED C 101, 247 PARK, L.B.S.MARG, VIKHROLI (WEST), MUMBAI - 400083. Tel: +91 022 - 4918 6270, Fax: +91 22 4918 6060 E-MAIL :- **rrt.helpdesk@linkintime.co.in**
E-VOTING AGENCY	CENTRAL DEPOSITORY SERVICES [INDIA] LIMITED E-MAIL:- **helpdesk.evoting@cdslindia.com**
SCRUTINIZER	MR. MUKESH KHANDWALA – Chartered Accountants M/S CNK KHANDWALA & ASSOCIATES E-MAIL - **mukesh@cnkkhandwala.com**

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

ITEM NO. 6 :

APPOINTMENT OF MR. MANUBHAI KHODIDAS PATEL AS DIRECTOR

Mr. Manubhai Patel (DIN 00132045), 67 years is a member of the Institute of Chartered Accountants of India (ICAI) since 1976.

Mr. Manubhai Patel has more than 36 years' of association with Zydus group of Companies. During the tenure, Mr. Manubhai Patel was heading Finance and Taxation. Mr. Manubhai Patel also has very rich experience, expertise and in-depth insights in the field of Forex, Treasury and Credit Management.

Mr. Manubhai Patel was Managing Director of Zydus Technologies Limited and also held the position of Nominee Director of Zydus Wellness Limited and Violio Pharma Private Limited.

Mr. Manubhai Patel is Director in GVFL Trustee Company Private Limited, Meghmani Industries Limited, Paryavaran Edutech, Zydus BSV Pharma Private Limited, Dial for Health Unity Limited, ACME Diet Care Private Limited and Meghmani Finechem Limited.

As required, under Section 160 of the Companies Act, 2013, the Company has received a Notice from the Members proposing the name of Mr. Manubhai Patel as a candidate for the office of the Director of the Company.

Keeping in view of vast experience, expertise, and knowledge in the field of Finance and Taxation, the candidature of Mr. Manubhai Patel your directors recommend his appointment as Independent Director of the Company.

No one of the Directors except Mr. Manubhai Patel is interested or concerned in the resolution.

ITEM NO. 7 :

APPOINTMENT OF MR. BHASKAR RAO AS DIRECTOR (DIN 08058946)

Mr. Bhaskar Rao, 60 years, is resident in Singapore. Mr Rao has done his BA and Post Graduate Diploma in Management (Indian Institute of Management, Calcutta).

Presently, Mr. Rao is an Independent consultant in the field of Finance, Legal and Commercial Partnerships. He is an internationally seasoned Marketing, Communications & Advertising Expert with 30+ years of 'across-the-board' experience in building globally competitive businesses by designing and delivering innovative advertising campaigns to drive consumer excitement incentivize purchase, grow sales revenue and profitability to unprecedented levels. Over the years, he has held various positions in emerging markets of India, Singapore, and Indonesia, working closely with the Senior business leaders to transform & strengthen structures & processes through strategic communication planning, talent development and executive partnerships.

Mr. Rao has worked with some of the world's biggest organisations like Unisys, Bristol Myers Squibb, Sara Lee, Samsung, Compaq, New Zealand Milk, and Motorola.

Keeping in view of vast experience, expertise, and knowledge in the field of Finance, Legal and Commercial Partnerships, the candidature of Mr. Bhaskar Rao is proposed as an Independent Director under Item No. 7 of the Notice.

No one of the Directors except Mr. Bhaskar Rao is interested or concerned in the resolution.

ITEM NO. 8 :

APPOINTMENT OF MR. C. S. LIEW AS DIRECTOR (DIN 08065615)

Mr. C S Liew, 62 years, residing at SINGAPORE, is B.S. in Agronomy & Pest Management from Lowa State University, USA (High Scholarship Student) in 1979. Mr. Liew has also obtained Diploma in Marketing from Institute of Marketing, UK through self-study in 1986. Mr. Liew has also attended a short course conducted in (1) San Diego by University of Columbia on Sales Management in 1988 (2) by Insead on "Joint Venture Management – The Human Factor" in 1996 and on Negotiation Dynamics in July 2003.

Mr. Liew worked as Summer Field Research Assistant for American Cyanamid (absorbed into BASF) over two summer seasons in Nebraska & Georgia, USA and Market & Product Development Representative for Ciba-Geigy (absorbed into Syngenta), Malaysia for one year.

Mr. Liew has 11 years of experience of heading Singapore Representative Office of Uniroyal Chemical Co. Inc., (renamed Chemtura).

From January 01, 1992 to December 31, 1998 Mr. Liew was holding position of Director and Regional Manager of Nufarm (Asia) Pte Ltd, a wholly-owned subsidiary of Nufarm Ltd., Australia. (Nufarm's diversified business included agrochemicals, Agricultural Spray Equipment, Timber Preservatives, Animal Health Products, Charcoal Briquettes, Specialty Fertilizers, Pharmaceuticals and Chlor-Alkali Products.)

After resigning from Nufarm, Mr. Liew established self-owned Company viz., Pacific Agriscience Pte Ltd in Dec 1998 and is the Managing Director thereof.

Keeping in view of vast experience, expertise, and knowledge, the candidature of Mr. C. S. Liew is proposed as an Independent Director under Item No. 8.

No one of the Directors except Mr. C. S. Liew is interested or concerned in the resolution.

ITEM NO. 9 :

APPOINTMENT OF COST AUDITOR

In accordance with the provisions of Section 148(1) and (2) of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for audit of Cost Records of Certain Pigment and Agrochemicals Products manufactured by the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Kiran J Mehta & Co., Cost Accountants (Firm's Registration No. 000025) as a Cost Auditor for Cost Audit of certain Pigment and Agrochemicals Products manufactured by the Company for the year 1st April, 2018 to 31st March, 2019 on a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) (apart from reimbursement of out-of pocket expenses incurred for the purpose of Audit) subject to approval of remuneration by the Members.

The Board of Directors recommend passing of the Ordinary Resolution at item No. 9.

None of the Directors, Key Managerial Personnel and/or their Relative is concerned or interested in the Resolution.

ITEM NO. 10 :

RELATED PARTY TRANSACTIONS

Pursuant to the first proviso of Section 188 (1) of the Companies Act, 2013, as Paid up Capital of the Company is more than ₹ 1 Crore, no contract or arrangement can be entered in to with a Related / Interested party for any item specified in Sub Section (1) except with the prior approval of the General Meeting by an Ordinary Resolution. The approval is sought for the arrangement of Sales of Pigment and Agrochemical products manufactured by the Company from time to time and purchase of chemical product from Related / Interested parties on order to order basis for a period commencing from 1st April, 2018 and to remain in force unless revoked or varied by the Company in General Meeting.

Your Directors recommend the resolution for your approval.None of the Directors except Mr. Jayanti Patel, Mr. Ashish Soparkar, Mr. Natwarlal Patel, Mr. Ramesh Patel and Mr. Anand Patel of the Company are concerned or interested in the proposed resolution.

Registered Office:
184, PHASE II, GIDC INDUSTRIAL ESTATE,
VATVA, AHMEDABAD 382 445
Date: 26.05.2018

By Order of the Board
K D MEHTA
COMPANY SECRETARY
FCS - 2051

STATEMENT AS PER LISTING AGREEMENT WITH REGARD TO THE DIRECTORS PROPOSED FOR REAPPOINTMENT:-

(1) Mr. Jayanti Patel :- DIN 00027224

Name	Mr. Jayantibhai Patel
Age	66 years
Designation	Executive Chairman
Qualification	B. E. (Chemical)
Brief Profile	Mr. Jayanti Patel currently oversees the international marketing of Company and is responsible for all major policy decisions. Mr. Jayanti Patel has more than 41 years experience in the Dyes and Pigments industry and more than 23 years experience in the Agrochemicals industry.
Interest in Other Entities	1) Meghmani Chemicals Limited 2) Meghmani Organics USA Inc 3) PT. Meghmani Organics Indonesia 4) Meghmani Agrochemicals Private Limited 5) Ashish Chemicals 6) Meghmani Pigments

(2) Mr. Anand Patel :- DIN 00027836

Name	Mr. Anand Patel
Age	55 Years
Designation	Executive Director
Qualification	BSC
Brief Profile	Mr. Anand Patel currently oversees the manufacturing of Pigments at Vatva, Panoli and Dahej as well as the International & Domestic marketing of Pigments. Mr. Anand Patel has 30 years experience in the Pigments Industry.
Interest in Other Entities	1) Uniworth Enterprises LLP 2) Meghmani Dyes and Intermediates LLP 3) Novel Spent Acid Management

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Date: 26th May, 2018

By Order of the Board
K D MEHTA
COMPANY SECRETARY
FCS - 2051