**SHREE PUSHKAR CHEMICALS & FERTILISERS LTD.**
**CIN: U24100MH1993PLC071376**
**(A Government of India Recoginsed Export House)**
**An ISO 9001:2008 & 14001:2004 Certified Company**
Office No. 301/302, 3rd Floor, Atlanta Center, Near Udyog Bhavan,
Sonawala Road, Goregaon (East), Mumbai - 400063, India.
Tel.: + 91 22 4270 2525 • Fax: + 91 22 2850 4242
emal: info@shreepushkar.com. Website: www.shreepushkar.com

**Date: 12th September, 2017.**

To,

**National Stock Exchange of India Limited,**
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

**BSE Limited,**
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Respected Sir/ Madam,

**Subject: Disclosure of Information of Extra Ordinary General Meeting**

**Ref : Shree Pushkar Chemicals & Fertilisers Limited**
**Scrip Code: 539334 Scrip Id: SHREEPUSHK**

With reference to above captioned subject matter and pursuant to Reg.30 of SEBI (Listing obligation and Disclosure Requirements), Regulations, 2015, we would like to inform and disclose you that our Extra Ordinary General Meeting of Shareholders will be held on the Tuesday, 3rd of October, 2017 at 4.30 p.m. at the Jayaleela Banquet Hall, Opp. Railway Station, Goregaon (East), Mumbai – 400 063, Maharashtra.

Further it is enclosed herewith Notice of Extra Ordinary General Meeting including Proxy form, Attendance slip, ballot form and the direction map. It is also disseminated on our website i.e. on www.shreepushkar.com and would be published in the newspaper.

You are requested to take note of the above and arrange to bring this to notice of all concerned, if necessary.

Kindly acknowledge the receipt, and please take the same on record.

Thanking you.

On behalf of the Board of Directors of;

**For Shree Pushkar Chemicals & Fertilisers Limited,**

**Satish Chavan**
**Company Secretary**
**M. No: A 40764**

Place: Mumbai

# SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

CIN: U24100MH1993PLC071376

***Reg. Office:*** 301/302, 3rd Floor, Atlanta Center, Near Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai - 400063.Tel: 022-42702525.
Email: cosec@shreepushkar.com, Fax No: 02228504242.
Website: www.shreepushkar.com

## NOTICE

**Notice** is hereby given that the **Extra Ordinary General Meeting** of the Members of the Company **Shree Pushkar Chemicals & Fertilisers Limited** will be held on **Tuesday** the **3rd October, 2017,** at **4.30 p.m.** at the **Jayaleela Banquet Hall, Opp. Railway Station, Goregaon (East), Mumbai – 400 063, Maharashtra**, to consider and transact the following:

***Special Business:***

1. 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 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations), SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and other applicable regulations of Securities and Exchange Board of India, if any, including any amendment, modification, variation or re-enactment thereof, as may be applicable to the preferential issue of shares and the provisions of any rules/regulations/ guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock Exchanges where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the "Authorities") and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and/ or sanction (hereinafter referred to as the "requisite approvals"), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall include any Committee which the Board has constituted or may constitute in exercise its powers, including the powers conferred by this resolution) to offer, issue and allot in one or more tranches up to 4,26,540 (Four Lacs Twenty Six Thousand Five Hundred And Forty) Equity Shares of the face value of Rs.10/- each on preferential basis to Persons as mentioned herein below, being Promoters, for a consideration of purchase against 27,10,000 (Twenty Seven Lacs Ten Thousand) equity shares having face value of Rs.10/- (Rupees Ten Only) each fully paid up, of Kisan Phosphate Private Limited, Registered with CIN No. U26960MH2012PTC234401 representing 100% Equity capital of the Kisan Phosphate Private Limited, and 1,89,062 (One Lac Eighty Nine Thousand Sixty Two) Equity Shares of the face value of Rs.10/- each at a premium of Rs.201.57/- (Rupees Two Hundred and One and Fifty Seven Paise Only) each on preferential basis (for cash) to persons as mentioned herein below, being promoters of the Company:

| Sr. No. | Name of Allottee | Number of Shares | | Total |
|---|---|---|---|---|
| | | Consideration other than Cash | Consideration in Cash | |
| 1. | Mrs. Aradhana Makharia | 38,955 | Nil | 38,955 |
| 2. | Mrs. Ranjana Makharia | 38,955 | Nil | 38,955 |
| 3. | Mrs. Bhanu Makharia | 42,733 | Nil | 42,733 |
| 4. | Mr. Gopi Makharia | 20,855 | Nil | 20,855 |
| 5. | Mr. Raghav Makharia | 71,772 | Nil | 71,772 |
| 6. | Mr. Punit Makharia | 1,06,635 | 94,531 | 2,01,166 |
| 7. | Mr. Gautam Makharia | 1,06,635 | 94,531 | 2,01,166 |
| | **Total** | **4,26,540** | **1,89,062** | **6,15,602** |

**RESOLVED FURTHER THAT** without prejudice to generality of the above, the Relevant Date as per SEBI ICDR Regulations, 2009, for determination of price of the Equity Shares to be issued and allotted upon exercise of the rights attached to the Warrants referred above, is 30 days prior to the date of this Extra Ordinary General Meeting i.e. 2nd September, 2017.

**RESOLVED FURTHER THAT** the equity shares shall be issued and allotted by the Company to the allottees shall be subject to lock in as provided under the provisions of SEBI Regulations and the equity shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution, shall rank pari passu in all respect, including as to dividend, with the existing fully paid up equity shares of the Company and shall be subject to the provisions of Memorandum of Association and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, desirable, incidental or expedient to the issue or allotment of the aforesaid equity shares and listing of the Equity Shares on exercise with Stock Exchanges as appropriate and to clarify, resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company to give effect to the aforesaid resolution."

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

Sd/-
**Punit Makharia**
Chairman & Managing Director

Date: 7th September, 2017.
Place: Mumbai.

***Registered Office:***
301/302, 3rd Floor,
Atlanta Center, Near Udyog Bhavan,
Sonawala Road, Goregaon (East),
Mumbai – 400 063, Maharashtra.

**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 Extra Ordinary General Meeting, duly stamped.
3. The Explanatory Statement as required by section 102 of the Companies act, 2013, is annexed to this notice as there are special businesses proposed to be transacted at the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members are requested to bring their admission slip along with copy of the Notice to Extra Ordinary 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 Extra Ordinary General Meeting.
7. 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.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.

9. Members desirous of seeking any information concerning the business to be transacted at the meeting, are 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.

10. 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.

11. 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.

12. 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.

13. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

14. 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.

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, 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 there under, 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/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 Extra Ordinary 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 Extra Ordinary 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.

16. Members may also note that the Notice of the Extra Ordinary General Meeting 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

17. 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.

18. 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.: 8108 555 704; **Email: sanam.u@dsmcs.in**, so as to reach him on or before **Monday** the **2nd October, 2017** 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.

19. Members can request for a Ballot Form at **Shree Pushkar Chemicals & Fertilisers Limited**, **301/302, 3rd Floor, Atlanta Center, Near Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai – 400 063, Maharashtra** or they may also address their request through E-mail to: cosec@shreepushkar.com, Contact No.:022 4270 2525.

20. The board of directors has appointed **CS Sanam Umbargika**r, partner of M/s. **DSM & Associates, Company Secretary**, (Membership No. A26141) as a 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).

21. The Results of E-voting shall be declared at the Extra Ordinary General Meeting of the Company or 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 Extra Ordinary General Meeting.

22. 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 favour 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.

23. The Route Map of the venue of the Extra Ordinary General Meeting forms part of this Notice.

24. **The instructions for shareholders voting electronically are as under:**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) 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 venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 30th September, 2017 at 9:00 am and ends on 2nd October, 2017 at 5:00 pm. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put User ID and password noted in step (1) above and Click Login.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID).In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

(v) After successful login, you can change the password with new password of your choice.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Shree Pushkar Chemicals & Fertilisers Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company through e-mail to cosec@shreepushkar.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

Member may obtain a User ID and password for casting his /her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at the toll free no.: 1800-222-990" providing the details such as Demat account no. or Folio no., PAN no. etc.

(i) Please note that In case Shareholders are holding shares in demat mode, User ID is the combination of (DPID + Client ID) and in case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

(ii) If you are already registered with NSDL for remote e-voting then you can use your existing User ID and password/PIN for casting your vote.

(iii) NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. 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 of **26th September, 2017**.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **26th September, 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

XIII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the EGM but those who have not cast their votes by availing the remote e-voting facility.

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

Sd/-
**Punit Makharia**
Chairman & Managing Director

Date: 7th September, 2017.
Place: Mumbai.

***Registered Office:***
301/302, 3rd Floor,
Atlanta Center, Near Udyog Bhavan,
Sonawala Road, Goregaon (East),
Mumbai – 400 063, Maharashtra.

**ANNEXURE TO THE NOTICE**

## Explanatory Statement

**(Pursuant to provisions of Section 102 of the Companies Act, 2013)**

**Item No.1**

The members of the Company will appreciate that your Board of Directors is continuously exploring the various opportunities for the growth of business of the Company. Accordingly the Company has identified an opportunity of acquisition of 100% Equity stake of Kisan Phosphate Private Limited, a private limited company registered with the Registrar of Companies, Mumbai with CIN No. U26960MH2012PTC234401 thereby making it wholly owned subsidiary of the Company.

M/s. Kisan Phosphate Private Limited, is a private limited company registered under the provisions of the Companies Act, 1956 (now the Companies Act, 2013) (hereinafter the "KPPL") and is into a business of manufacture and selling of

1. Single Super Phosphate (SSP) a phosphatic fertiliser having an installed capacity of 1 lac MTPA;
2. Di Calcium Phosphate (DCP) cattle feed grade with capacity of 3,000 MTPA;
3. Soil Conditioner with capacity of 6,000 MTPA

The KPPL is currently selling its products in 4 different states of North India. The current shareholders of the KPPL are Makharia family, the promoters of the Company, holding 100% of the equity share capital of the KPPL.

The management of the Company is of the view that the investment into the KPPL will make the KPPL a wholly owned subsidiary company of the Company (i.e. Shree Pushkar Chemicals & Fertilisers Limited). The investment will not only result into consolidation of business of KPPL into the accounts of the Company, but will also open up new geographical markets for the Company's products, which KPPL is already serving into, through which the Company can achieve increased market reach for its products. This acquisition will definitely will be in the interest of the Company in terms of enhanced financials performance, geographical expansion in other parts of the Country, improved profitability and sustained growth.

Accordingly the Board of Directors in its meeting held on 4th September, 2017, have decided to acquire 100% stake of KPPL by acquiring entire shareholding from existing shareholders i.e. the promoters of the Company, against issue of fresh equity shares of the Company at a price to be arrived at as per the prescribed valuation guidelines.

It is further brought to the information of the members of the Company that, considering the future business plans of the Company, especially involving KPPL as its wholly owned subsidiary, the promoters have further expressed their willingness to invest additional funds into the Company, which funds shall further invested be used for the purpose of Business of KPPL by the Company.

Accordingly it is proposed to allot the equity shares of the Company for a consideration other than cash for the purchase of 100% stake of KPPL and against cash consideration for the amount of further infusion to made by promoters.

Pursuant to provisions of Section 62 (1) (c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The proposed issue of shares is in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter the "SEBI (ICDR) Regulations") and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations), the relevant disclosures are given below:

**1. <u>Objects of issue:</u>**

The primary objective of the issue is to pay the total price consideration towards the acquisition of 100% Equity stake of the Kisan Phosphate Private Limited, thereby making it a wholly owned subsidiary company of the Company.

The investment will not only result into consolidation of profitability of KPPL into the accounts of the Company, but will also open up new geographical markets for the Company's products, which KPPL is already serving into, through which the Company can achieve increased market reach for its products. This strategic investment will definitely will be in the interest of the Company in terms of enhanced financials performance, increased market presence, improved profitability and sustained growth.

The additional fund infused by the promoters will be used by the Company for future investment in KPPL, by way of subscribing to 0% CCD of KPPL, for the purpose of reducing cost of funds of KPPL and improving its overall profitability.

**2. Pricing of the Issue and Relevant Date:**

As the Equity Shares of the Company are frequently traded on the BSE and NSE, the pricing of the equity shares of the Company are arrived at as per provision of regulation 76 of the SEBI ICDR Regulation. The ICDR Regulations, in terms of Regulation 76 inter alia, provide that "If the equity shares of the issuer have been listed on a recognized stock exchanges for a period of twenty six weeks of more as on the relevant date, the equity shares shall be allotted at a price not less than higher of the following:

(a) The average of weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date or;

(b) The average of the weekly high and low of the volume weighted average price of the relevant equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

Currently the equity shares of the Company are listed on National Stock Exchange and Bombay Stock Exchange and as the highest trading volume in respect of the equity shares of the Company has been recorded on National Stock Exchange during the preceding twenty six weeks prior to the relevant date, the pricing date as available on National Stock Exchange is referred for arriving at the price of the equity shares.

The Minimum Offer price as per Regulation 76 has been determined as Rs.211.57/- (Rupees Two Hundred and Eleven and Fifty Seven Paise) per equity shares. Thus, the Offer price shall be Rs.211.57/- (Rupees Two Hundred and Eleven and Fifty Seven Paise) per equity shares.

The Valuation Report will be kept available for inspection at the Registered Office of the Company during business hours on all working days till the date of Extra Ordinary General Meeting.

**3. The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:**

At present the current shareholders of the Kisan Phosphate Private Limited (hereinafter the KPPL) is held by Makharia family i.e. promoters of the Company, the proposed issue of equity shares for acquisition of 100% stake KPPL involves the issue of equity shares of the Company to existing promoters of the Company.

In addition to offer of 100% stake of KPPL to the Company against the issue of equity shares of the Company, the promoters have also expressed their willingness to infuse further funds to the tune of Rs.4 Cr. to fund the immediate business plans and strategies of the Company, especially involving the KPPL as a wholly owned subsidiary of the Company.

Hence the entire proposed issue i.e. 6,15,602 equity shares, including 4,26,540 for consideration other than cash and 1,89,063 for a consideration in cash are proposed to be issued to the promoters of the Company.

**4. Shareholding Pattern of the issuer before and after the preferential allotment:**

The Shareholding Pattern of the Company as on date, Pre and Post the Preferential Allotment would be as follows:

| Sr. No. | Category | Pre issue Shareholding | | No. of Equity shares to be allotted under proposed preferential issue | Post issue Shareholding | |
|---|---|---|---|---|---|---|
| | | No. of shares held | % of shares holding | | No. of shares held | % of shares holding |
| **A.** | **Promoter and Promoter Group Holding** | | | | | |
| 1 | India: | 1,89,52,470 | 62.72% | 6,15,602 | 1,95,68,072 | 63.46% |
| | Individual/Hindu Undivided Family | 1,89,52,470 | 62.72% | 6,15,602 | 1,94,96,300 | 63.46% |
| | Bodies Corporate | — | — | — | — | — |
| 2 | Foreign Promoters | — | — | — | — | — |
| | **Total holding of Promoter and Promoter Group** | **1,89,52,470** | **62.72%** | **6,15,602** | **1,95,68,072** | **63.46%** |

| Sr. No. | Category | Pre issue Shareholding | | No. of Equity shares to be allotted under proposed preferential issue | Post issue Shareholding | |
|---|---|---|---|---|---|---|
| | | No. of shares held | % of shares holding | | No. of shares held | % of shares holding |
| **B.** | **Public holding** | | | | | |
| 1 | Institutional | 16,15,814 | 5.35% | — | 16,15,814 | 5.24% |
| | Financial Institutions/Banks | 58,752 | 0.19% | — | 58,752 | 0.19% |
| | Foreign Portfolio Investors | 1,40,800 | 0.47% | — | 1,40,800 | 0.46% |
| | Others | 4,43,981 | 1.47% | — | 4,43,981 | 1.44% |
| 2 | Central Government/ State Government(s)/ resident of India | — | — | — | — | — |
| 3 | Non-Institution: | | | | | |
| A | Individual share capital upto Rs. 2 Lacs | 57,31,875 | 18.97% | — | 57,31,875 | 18.59% |
| B | Individual share capital in excess of Rs. 2 Lacs | 7,92,168 | 2.62% | — | 7,92,168 | 2.57% |
| **C** | **Others** | 24,83,575 | 8.22% | — | 24,83,575 | 8.05% |
| (i) | Any Others | 5,73,132 | 1.89% | — | 5,73,132 | 1.86% |
| (ii) | NRI (Repat& Non Repat) | 86,597 | 0.29% | — | 86,597 | 0.28% |
| (iii) | Trusts | 16,000 | 0.05% | — | 16,000 | 0.05% |
| (iv) | Clearing Members | 1,41,212 | 0.47% | — | 1,41,212 | 0.46% |
| (v) | Other Body Corporate | 16,66,634 | 5.52% | — | 16,66,634 | 5.40% |
| | **Sub Total (B)** | **1,12,66,965** | **37.28%** | **—** | **1,12,66,965** | **36.54%** |
| | **GRAND TOTAL** | **3,02,19,435** | **100.00%** | | **3,08,35,037** | **100.00%** |

**5. Proposed time within which allotment will be completed:**

As required under SEBI (ICDR) Regulations, the company shall complete the allotment of Equity Shares as on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of last such approval.

**6. Identity of the proposed allottees and the percentage of Post Preferential-Issue Capital that may be held by them:**

The names of the proposed allottees for 6,15,602 equity shares and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares as per the said resolution are as under:

| Name of Proposed Subscriber (Promoter/ Non Promoter) | Pre Preferential Issue | | New Allotment | Post Preferential Issue | |
|---|---|---|---|---|---|
| | No. of Shares held | % of holding | | No. of Shares held | % of holding |
| Mrs. Aradhana Makharia | 3,53,446 | 1.17% | 38,955 | 3,92,401 | 1.27% |
| Mrs. Ranjana Makharia | 3,75,692 | 1.24% | 38,955 | 4,14,647 | 1.34% |
| Mrs. Bhanu Makharia | 4,32,307 | 1.43% | 42,733 | 4,75,040 | 1.54% |
| Mr. Gopi Makharia | 3,57,131 | 1.18% | 20,855 | 3,77,986 | 1.23% |
| Mr. Raghav Makharia | Nil | Nil | 71,772 | 71,772 | 0.23% |
| Mr. Punit Makharia | 1,23,70,593 | 40.94% | 2,01,166 | 1,25,71,759 | 40.77% |
| Mr. Gautam Makharia | 50,63,301 | 16.76% | 2,01,166 | 52,64,467 | 17.07% |
| | **1,89,52,470** | **62.72%** | **6,15,602** | **1,95,68,072** | **63.46%** |

**7. Change in management and control:**

The proposed preferential allotment of equity shares will not result in any change in the management and control of the Company. Voting rights shall change according to the change in the shareholding pattern mentioned above.

**8. Pricing:**

The issue of shares on preferential basis shall be at price of Rs.211.57/- (Rupees Two Hundred and Eleven and Fifty Seven Paise) per equity share. The price is determined in compliance with SEBI (ICDR) Regulations for preferential issue as per Regulation 76.

**9. Relevant Date:**

Relevant date as stipulated in SEBI (ICDR) Regulations for determination of price for equity shares is 2nd September, 2017 i.e. 30 days prior to the date of the meeting of the members of the Company.

**10. Certificate from Statutory Auditors:**

A Certificate, from M/s. S. K. Patodia and Associates, Chartered Accountants, confirming that the proposed issue of equity shares is in accordance with the SEBI (ICDR) Regulations, 2009 shall be laid before the shareholders at the proposed Extra Ordinary General Meeting.

The same shall be available for inspection up to the date of the Extra Ordinary General Meeting at the Registered Office of the Company on any working day during business hours.

**11. Lock in:**

The equity shares allotted on a preferential basis shall be subject to lock in as per SEBI ICDR Regulations.

As per Regulation 78(1) of the SEBI (ICDR) Regulations, the equity shares allotted to the promoter or promoter group on preferential basis shall be locked in for period of three years from date of trading approval for the equity shares.

As per Regulation 78(6) of the SEBI (ICDR) Regulations, the entire pre preferential allotment shareholding of the above proposed allottees shall be locked in from the Relevant Date up to period of 6 months from the date of Trading Approval.

**12. Undertakings:**

In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:

a) The Company hereby confirms that none of its Promoters or Directors or the Company itself is a willful defaulter.

Your Directors recommend the Resolutions set out at Item No.1 for the approval of the shareholders of the Company.

Mr. Punit Makharia, Mr. Gautam Makharia, Mrs. Ranjana Makharia, Directors of the Company, being the promoters and proposed allottees of the proposed issue of shares, are deemed to be interested in passing of above resolution. Except this None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in passing of the proposed Resolutions.

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

Sd/-
**Punit Makharia**
Chairman & Managing Director

Date: 7th September, 2017.
Place: Mumbai.

***Registered Office:***
301/302, 3rd Floor,
Atlanta Center, Near Udyog Bhavan,
Sonawala Road, Goregaon (East),
Mumbai – 400 063, Maharashtra.

# SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

CIN: U24100MH1993PLC071376

***Reg. Office:*** 301/302, 3rd Floor, Atlanta Center, Near Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai - 400063.Tel: 022-42702525. Fax No: 02228504242.
Email: cosec@shreepushkar.com, Website: www.shreepushkar.com

## ATTENDANCE SLIP

(To be presented at the entrance)

**Extra Ordinary General Meeting of Company to be held on Tuesday the 3rd October, 2017, at 04.30 p.m.**
At Jayaleela Banquet Hall, Opp. Railway Station, Goregaon (East), Mumbai – 400063.

Folio No._____ DP ID 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 Notice of Extra Ordinary General Meeting for reference at the Meeting.

——————————————————Tear Here——————————————————


# SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

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## 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): ……

RegisteredAddress:..……...

……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:……
   ……
   EmailId:……Signature:……
   or failing him
2) Name:……
   Address:……
   ……

   EmailId:……Signature:……
   Or falling him
3) Name:……
   Address:……
   ……
   EmailId:……Signature:……

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of Shree Pushkar Chemicals & Fertilisers Limited be held on Tuesday the 3rd October, 2017 at 04.30 p.m.at Jayaleela Banquet Hall, Opp. Railway Station, Goregaon (East), Mumbai – 400 063 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.[ ]

| | | | |
|---|---|---|---|
| 1 | | 6 | |
| 2 | | 7 | |
| 3 | | 8 | |
| 4 | | 9 | |
| 5 | | 10 | |
| | | 11 | |

Signed this…..... day of…..…… 2017

Affix Revenue Stamp

Signature of shareholder…….....……..Signature of Proxy holder.....….....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy

# SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

CIN: U24100MH1993PLC071376
Reg. Office: 301/302, 3rd Floor, Atlanta Center, Near Udyog Bhavan, Sonawala Road,
Goregaon (East), Mumbai - 400063. Tel: 022-42702525, Fax No: 02228504242.
Email: cosec@shreepushkar.com, Website: www.shreepushkar.com

## BALLOT FORM

Serial No.: _____

| | | | |
|---|---|---|---|
| 1 | Name(s) of Shareholders<br>Including joint holders, If any: | : | |
| 2 | Registered Address of the :<br>Sole / First named Member<br>Shareholder | : | |
| 3 | Folio No./DP ID No. */ Client ID No.*<br>(*Applicable to investors holding<br>shares in dematerialized form) | : | |
| 4 | Number of Equity Share(s) held: | : | |
| 5 | I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Extra Ordinary General Meeting (AGM) of the Company to be held on Tuesday the 3rd October, 2017 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) I/We assent to the Resolution | (AGAINST) I/We dissent to the Resolution |
|---|---|---|---|---|---|
| 1. | To consider and approve the preferential allotment of equity shares to promoters and promoters group | Special | | | |

Place: _____ _____

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 the 2nd October, 2017 shall be considered.

## 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 votesdownloaded from the e-voting system and votes received through post todeclare 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, **Mr. 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 behalfof 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 thecolumn 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 sharecapital of the Company as on Tuesday the 26th September, 2017 as per the Register of Members of the Company.

6) Duly completed Ballot Form should reach the Scrutinizer not later than Monday the 2nd October, 2017 (5:00 p.m. IST). Ballot Form received after that time 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.

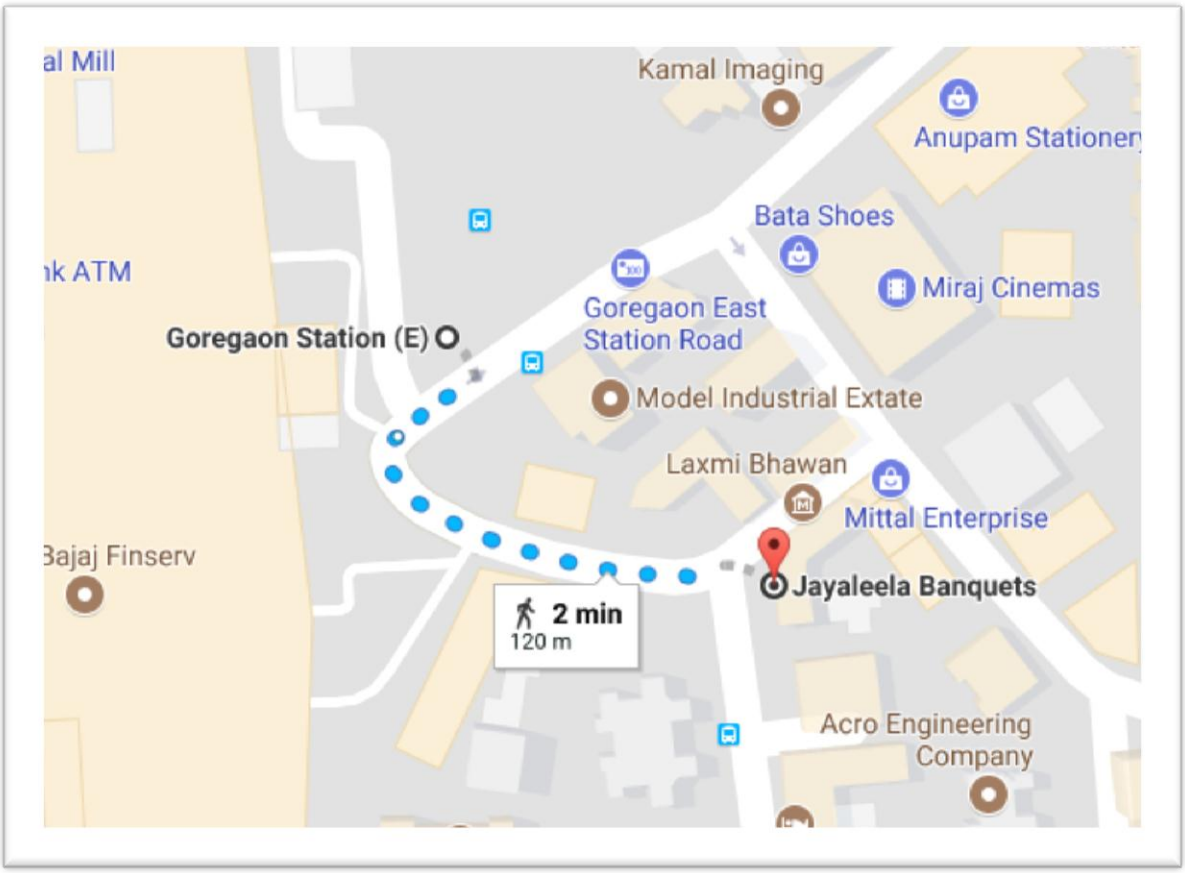
8) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against 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 EGM of the Company on Tuesday the 3rd October, 2017 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**Route Map for Extra Ordinary General Meeting Venue:**

Goregaon East (Local) Railway Station, Mumbai to Jayaleela Banquets Hall:-




Or

On google map, type ' Jayaleela Banquets Hall, Mumbai, MH.' for further direction.