

SHREE PUSHKAR CHEMICALS & FERTILISERS LTD.

CIN: U24100MH1993PLC071376

(A Government of India Recognised 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

email: info@shreepushkar.com. Website: www.shreepushkar.com

Date: 19th August, 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 Annual 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 24th Annual General Meeting of Shareholders will be held on the Monday, 11th of September, 2017 at 3.30 p.m. at Brijwasi Palace Hall, Brijwasi Estate, Sonawala Road, Goregaon (East), Mumbai - 400 063.

Further it is enclosed herewith Notice of 24th Annual 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 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.

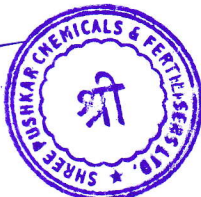
Kindly acknowledge the receipt, and please take the same on record.

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



Unit I : B -102/103, MIDC Lote Parshuram, Taluka Khed, Dist. Ratnagiri, Maharashtra, India.

Tel: + 91 2356 272718, 272625 • Fax: + 91 2356 272625

Unit II : D-25, MIDC Lote Parshuram, Taluka Khed, Dist. Ratnagiri, Maharashtra, India.

Tel: + 91 2356 272255 • Fax: + 91 2356 273255

www.shreepushkar.com



NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the **24th Annual General Meeting** of the members of the Company **Shree Pushkar Chemicals & Fertilisers Limited** will be held on **Monday the 11th September, 2017**, at **3.30 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, 2017 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;
4. To declare final dividend on Equity Shares for the financial year ended 31st March, 2017.
5. **To Ratify the appointment of Statutory Auditor of the Company**

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 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), the Company hereby ratifies the appointment of M/s. S. K. Patodia & Associates, Chartered Accountants, Mumbai, (Firm Registration No.112723W) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors, in addition to the reimbursement of GST 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. **To appoint Mrs. Ranjana Makharia, (DIN: 07708602) as a Non-Executive Director:**

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 152, 161 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 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Ranjana Makharia, (DIN: 07708602), a non-executive director of the Company, who was appointed as an additional Director by the Board of Directors of the Company in the Meeting dated 10th February, 2017, and who holds office as such up to the date of Annual General Meeting, 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 her candidature for the office of Director, be and is hereby appointed as Director of the Company.

7. **To ratify remuneration of 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:



Shree Pushkar Chemicals & Fertilisers Limited

The Chemistry Behind Colours

"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.70,000/- (Rupees Seventy Thousand Only) plus GST, 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 Accountant (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."

By Order of the Board

For Shree Pushkar Chemicals & Fertilisers Limited

Sd/-

Punit Makharia

Chairman & Managing Director

DIN: 01430764.

Place: Mumbai

Date: 3rd August, 2017.

Registered Office:

301/302, 3rd Floor, Atlanta Center,

Near Udyog Bhavan, Sonawala Road,

Goregaon (East), Mumbai – 400063.



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. 6 and 7** 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 of the Notice, is 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 **4th September, 2017 to 11th September, 2017**(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 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.
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/her Depository Participant(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.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017 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: cossec@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.

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 **Mr. 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 Sunday, 10th September, 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.

18. 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 - 400063 or they may also address their request through E-mail to: cossec@shreepushkar.com, Contact No.: **022-42702525**.
19. The E-voting period for all items of business contained in this Notice shall commence from **Friday the 8th September, 2017 at 9.00 a.m.** and will end on **Sunday the 10th September, 2017 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 **4th September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) 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 **4th September, 2017**.

20. The date of closure of transfer books for the purpose of dividend shall be the Monday, **4th September, 2017**, if declared and shall be paid on or after Monday, 18th September, 2017.
21. The board of directors has appointed **Mr. 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.
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 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.
23. The Results declared along with Scrutinizer's report shall be placed on the website of the Company and thereafter shall also be communicated to the respective Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of Annual General Meeting.



24. 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.

25. 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 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 8th September, 2017 (9:00 am) and ends on 10th September, 2017 (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 4th 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 Scrutinizer through e-mail to sanam.u@dsmcs.in with a copy marked to evoting@nsdl.co.in



- B. In case a Member receives physical copy of the Notice of AGM [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.

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.

- VI. 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.
- VII. 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).
- VIII. 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 **4th September, 2017**.
- IX. 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. **4th 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?](http://www.evoting.nsdl.com)" or "[Physical User Reset Password?](http://www.evoting.nsdl.com)" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. 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 AGM through ballot paper.
- XII. The Chairman shall, at the AGM, 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 AGM 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
DIN: 01430764.

Place: Mumbai
Date: 3rd August, 2017

Registered Office:
301/302, 3rd Floor, Atlanta Center,
Near Udyog Bhavan, Sonawala Road,
Goregaon (East), Mumbai – 400063.



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. 6 & 7** of the accompanying Notice:

Item No. 6:

Pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Ranjana Makharia, (DIN: 07708602), was appointed as a Non-Executive Director at the Board Meeting held on 10th February, 2017.

Mrs. Ranjana Makharia holds a Bachelor's degree in Arts (Economics) from University of Mumbai and has completed a course in Clinical Hypnotherapy. She has more than 12 years of extensive experience in as EFT Practitioner/ healer.

The Board, based on the experience/expertise she possess, is of the opinion that she has the requisite qualification to act as a Non-Executive of the Company. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Ranjana Makharia would hold office up to the conclusion of forthcoming annual general meeting.

The Company has received notice in writing from a member, along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing candidature of Mrs. Ranjana Makharia for the office of Non-Executive Director of the Company.

Mrs. Ranjana Makharia is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and her consent to act as director has been received by the Company.

Mrs. Ranjana Makharia possess appropriate skills, experience and knowledge. Your Board of Directors deliberated and decided that owing to the sufficient and varied experience, she would be of immense benefit to the Company. Accordingly, on the recommendation received from the NRC Committee, the Board recommends the resolution for the appointment of Mrs. Ranjana Makharia, as a Non-Executive Director on the Board for the approval of the shareholder of the Company.

The copy of the draft letter for appointment of Mrs. Ranjana Makharia as non-executive 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.

The proposed candidate is a one of the promoter & wife of Mr. Punit Makharia, the CMD of our Company. She also holds 375,692 equity shares having voting power in the Company.

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

None of the Directors, except Mr. Punit Makharia and Mr. Gautam Makharia, being relatives of Mrs. Ranjana Makharia, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in passing of this resolution. The Board recommends this resolution set out at item No. 6 of the Notice for the approval of the members.

Item No.7:

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 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 2017-18 at a remuneration of Rs.70,000/- (Rupees Seventy Thousand Only) per annum, plus applicable GST and reimbursement of out of pocket expenses.

The Board recommends this resolution set out at item no. 7 of the Notice for the 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.

By Order of the Board

For Shree Pushkar Chemicals & Fertilisers Limited

Sd/-

Punit Makharia

Chairman & Managing Director

DIN: 01430764.

Place: Mumbai.

Date: 3rd August, 2017

Registered Office:

301/302, 3rd Floor, Atlanta Center,
Near Udyog Bhavan, Sonawala Road,
Goregaon (East), Mumbai – 400063.



“Annexure - A “

Details of Director Seeking Appointment at the Annual General Meeting

Name	Mr. Punit Gopikishan Makharia	Mr. Gautam Gopikishan Makharia	Mrs. Ranjana Punit Makharia
DIN	01430764	01354843	07708602
Date of Birth	28/04/1970	06/09/1973	23/02/1973
Age	47 Years	44 Years	44 years
Qualification	B.com	B.E. MBA	B.A. (Economics)
Experience	More than 23 years	More than 16 years	More than 12 years
Date of appointment on the Board of the Company	29/03/1993	29/03/1993	10/02/2017
Nature of expertise in specific functional Areas	He has wide expertise in the field of Finance & Accounts, Marketing, fertilisers and chemicals, Purchases, sales and administration.	He is an expert in the field of Accounts, Banking, Sales, project planning implementation, production, management and control.	She has wide expertise in the field of administration and EFT Practitioner/ healer.
Name(s) of other Companies in which Directorship held	2	2	Nil
Name(s) of other Companies in which he/she is Chairman / Member of the Committee(s)	NIL	Nil	Nil
No. of shares held of Rs.10/- each	1,23,70,593	47,38,301	3,75,692
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Brother of Mr. Gautam Makharia, husband of Mrs. Ranjana Makharia and promoter.	Brother of Mr. Punit Makharia and Promoter.	Wife of Mr. Punit Makharia and Promoter.

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: 022-26853205.

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 Forth Annual General Meeting (AGM) of the Company to be held on Monday, 11th September, 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)	(Against)
				I/We assent to the Resolutions	I/We dissent to the Resolutions
1	To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2017 and the Reports of the Auditors' and Directors' thereon.	Ordinary			
2	To appoint a Director in place of Mr. Punit Gopikishan Makharia, who retires by rotation and being eligible, offers himself for re appointment.	Ordinary			
3	To appoint a Director in place of Mr. Gautam Gopikishan Makharia, who retires by rotation and being eligible, offers himself for re appointment.	Ordinary			
4	To declare final dividend on Equity Shares for the financial year ended 31st March, 2017.	Ordinary			
5	To ratify the appointment of Statutory Auditor of the Company.	Ordinary			
6	To appoint Mrs. Ranjana Makharia, (DIN: 07708602) as a Non-Executive Woman Director.	Ordinary			
7	To ratify remuneration of Mr. Dilip Bathija & Co., the Cost Auditor.	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 up to 5.00 p.m. on Sunday, 10th September, 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 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, **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 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 Monday, 4th September, 2017 as per the Register of Members of the Company.
- 6) Duly completed Ballot Form should reach the Scrutinizer not later than Sunday, 10th September, 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 AGM of the Company on Monday, 11th September, 2017 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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: 022-26853205

Website: www.shreepushkar.com

ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting of Company to be held on Monday, the 11th September, 2017, at 03.30 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: 301/302, 3rd Floor, Atlanta Center, Near Udyog Bhavan,
Sonawala Road, Goregaon (East), Mumbai - 400063. Tel: 022-42702525.

Email: cosec@shreepushkar.com, Fax No: 022-26853205

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:.....



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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of Shree Pushkar Chemicals & Fertilisers Limited be held on Monday the 11th of September, 2017 at 03.30 p.m. at Brijwasi Palace Hall, Brijwasi estate, Sonawala Road, 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	

Affix
Revenue
Stamp

Signed this..... day of..... 2017

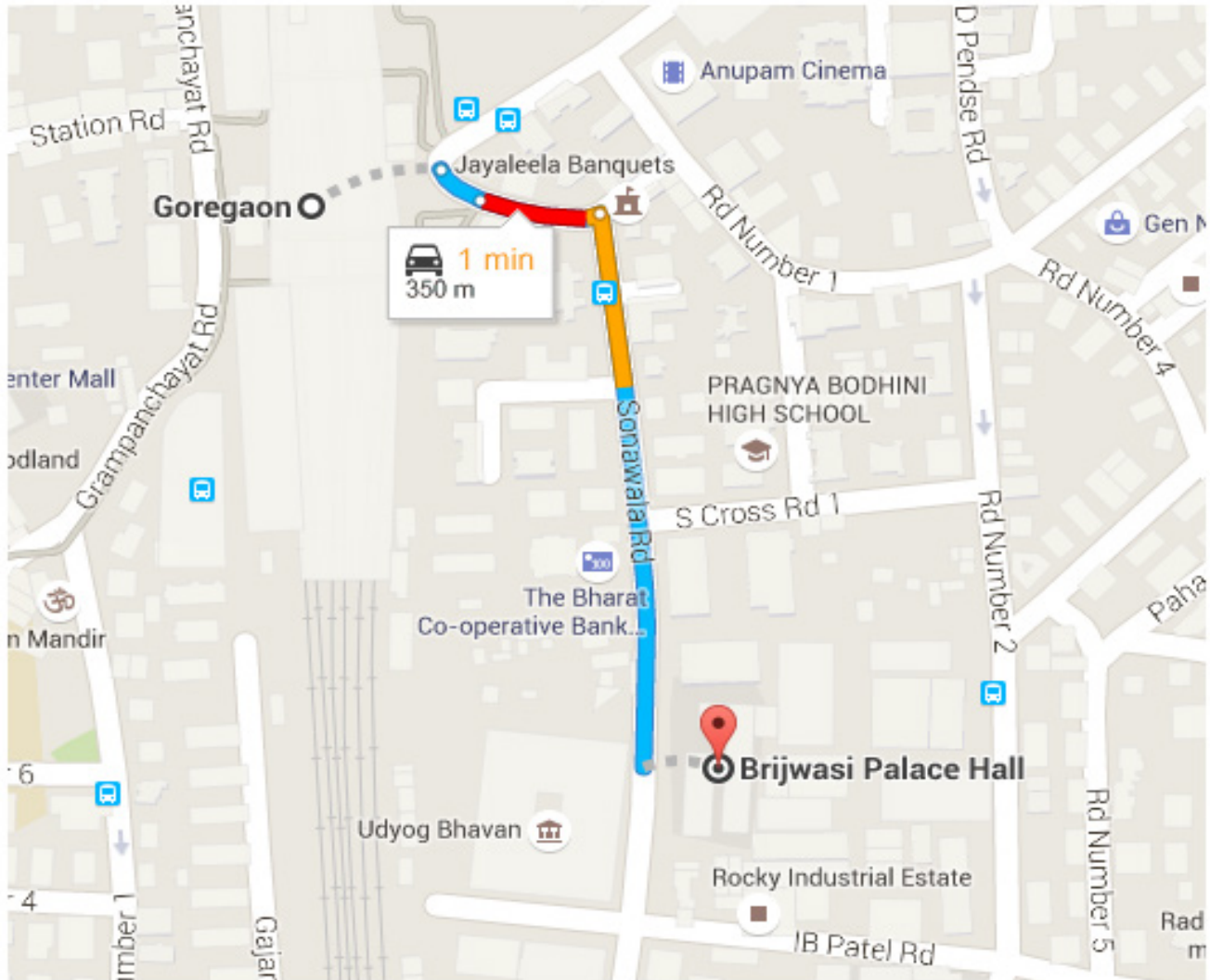
Signature of shareholder.....Signature of Proxy holder.....

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

Route Map for Annual General Meeting Venue:

Goregaon East (Local) Railway Station, Mumbai to Brijwasi Palace Hall:-



Or

On Google map, type ‘ Brijwasi Palace Hall, Mumbai, MH.’ for further direction.