

## NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of Sharda Cropchem Limited will be held on Friday, 18th September, 2015 at 3.00 p.m. at National Stock Exchange Auditorium, Plot No. C/1, G Block, Bandra-Kurla Complex, BKC Road, Bandra (East), Mumbai – 400 051, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 and the report of the Auditors thereon.
3. To declare dividend on equity shares.
4. To appoint a Director in place of Mr. Manish R. Bubna (DIN: 00137394), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, M/s. S R B C & Co. LLP, Chartered Accountants, (Firm No.324982E) be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, the retiring auditors of the Company who have expressed their unwillingness to continue as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual General Meeting to be held in 2018 (subject to ratification of their appointment at every Annual General Meeting held thereafter) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the auditors.”

### NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”/“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office

of the Company not later than 48 hours before the time fixed for the meeting.

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

2. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of the 12th AGM of the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Members/Proxies/Authorised Representatives should bring the attendance slip duly filled in for attending the meeting.
5. The register of members and the share transfer books of the Company will remain close on 12th September, 2015.
6. The members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agents – M/s. Karvy Computershare Private Limited. Unit: Sharda Cropchem Limited, Karvy Selenium Tower B, 6th Floor, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, quoting their folio number and in case their shares are held in dematerialised form, the intimation of change of address should be passed on to their respective depository participants.
7. Subject to the provisions of the Companies Act, 2013, payment of dividend as recommended by the Board of Directors, if declared at the meeting, will be made within a period of 30 days from the date of declaration, to the Members whose names stand in the Company's register of members on 11th September, 2015.
8. Members seeking any information with regard to the accounts are requested to write to the Company at least 10 (Ten) days before the AGM to enable the management to keep the information ready at the meeting.

9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.
10. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the annual report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their depository participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
12. The annual report of the Company circulated to the members of the Company, will be made available on the Company's website at [www.shardacropchem.com](http://www.shardacropchem.com) and also on website of the respective Stock Exchanges. The physical copies of the annual report will also be available at the Company's registered office for inspection during normal business hours on working days.
13. The notice of the AGM, annual report and instructions for e-voting, along with attendance slip and proxy form are being sent in electronic mode to members whose e-mail addresses are registered with the Company or the depository participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the notice of the AGM, annual report and attendance slip are being sent to those members who have not registered their e-mail addresses with the Company or depository participant(s). Members who have received the notice of the AGM, annual report and attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend the AGM.
14. Copies of the annual report will not be distributed at the meeting.
15. In terms of Section 152 of the Companies Act, 2013, Mr. Manish R. Bubna (DIN: 00137394), Director, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company commend his re-appointment. His brief resume, nature of his expertise in specific functional areas, names of the companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as an annexure to this notice forming part of the annual report.
16. Information and other instructions relating to e-voting are as under:
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the company is pleased to provide members facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ["remote e-voting"] will be provided by Karvy Computershare Private Limited ("Karvy").
  - ii. The facility for voting at the AGM shall be made to the members present at the meeting and who have not cast their vote by remote e-voting.
  - iii. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
  - iv. The Board of Directors of the Company has appointed Mr. Chintan Goswami, a Practicing Company Secretary, Mumbai as Scrutinizer to scrutinize e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.shardacropchem.com](http://www.shardacropchem.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

## NOTICE

- v. **The remote e-voting period commences on 15th September, 2015 (9:00 am) and ends on 17th September, 2015 (5:00 pm).** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date i.e. 11th September, 2015.**
- vii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 18th September, 2015.
- viii. Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. 11th September, 2015, may obtain the user ID and password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.  
Example for NSDL:  
MYEPWD <SPACE>  
IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE>  
1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567
  - If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - A member may call Karvy's toll free number 1-800-3454-001
  - A member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).  
  
If the member is already registered with Karvy e-voting platform then he can use his existing user id and password for casting the vote through remote e-voting.
- ix. **Instructions and other information relating to remote e-voting:**
- A) In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company/Depository Participant(s)]:
    - Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - Enter the login credentials (i.e. user id and password mentioned overleaf) which will be sent separately.  
  
The e-voting event number + Folio No. or DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
    - After entering these details appropriately click on "LOGIN".
    - You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
    - You need to login again with the new credentials.
    - On successful login, the system will prompt you to select the e-voting event number for the Company.
    - On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR"

and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut off date. You may also choose the option "ABSTAIN". If the shareholder does not include either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

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

required to send scanned certified true copy (pdf format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: chintan.goswami@cjoswami.com with a copy marked to evoting@karvy.com and may also upload the same in the e-voting in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

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

## ANNEXURE

### Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Mr. Manish R. Bubna
Date of Birth	30th June, 1974
Date of Appointment	12th March, 2004
Category	Promoter & Whole-time Director
Expertise in specific functional areas	Mr. Bubna is a Whole-time Director of Sharda Cropchem Limited. He has over 20 years of experience in the chemicals, agrochemicals and related business. He has spearheaded Company's foray into the conveyor belt and general chemicals business. He also oversees the information technology, logistics and documentation functions of the Company.
Qualifications	Bachelor's degree of Chemical Engineering from University Department of Chemical Technology, Bombay University.
No. of shares held in the Company	1,51,80,000 Equity Shares
List of companies in which Directorship held as on 31st March, 2015	Private Limited: Sharda Exports Private Limited Axis Crop Science Private Limited Gujarat Cropchem Private Limited
Chairman/Member of any Committees as on 31st March, 2015	NIL