

Notice

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of M/s. Sharda Cropchem Limited will be held on Tuesday, August 27, 2019, 2019 at 3.00 p.m. at Golden Gate Banquet, Prime Business Park, Dashrathlal Joshi Road, Vile Parle (West), Mumbai – 400 056 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with 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 March 31, 2019, together with the Report of the Auditors thereon.
3. To declare Final Dividend on the equity shares of the Company for the Financial Year ended March 31, 2019.
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 ratify the appointment of the Statutory Auditor of the Company.

To consider and if thought fit, 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 read with Rule 3(7) of The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company be and hereby ratifies the appointment of M/s. B S R & Associates LLP Chartered Accountants, (Firm Registration No 116231W/W-100024) as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 17th Annual General Meeting and that the Board of Directors be and are hereby authorised to fix their remuneration.”

SPECIAL BUSINESS:

6. To re-appoint Mr. M. S. Sundara Rajan (DIN: 00169775) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the

Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. M. S. Sundara Rajan (DIN: 00169775) who was appointed as an Independent Director of the Company at the 11th Annual General Meeting and holds office up to August 08, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from August 09, 2019 up to August 08, 2024.”

7. To re-appoint Mr. Shitin Desai (DIN: 00009905) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Shitin Desai (DIN: 00009905) who was appointed as an Independent Director of the Company at the 11th Annual General Meeting and holds office up to August 08, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from August 09, 2019 up to August 08, 2024.”

8. To re-appoint Mr. Shobhan Thakore (DIN: 00031788) as an Independent Director of the Company.

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



“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Shobhan Thakore (DIN: 00031788) who was appointed as an Independent Director of the Company at the 11th Annual General Meeting and holds office up to August 08, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from August 09, 2019 up to August 08, 2024.”

9. To appoint Ms. Sonal Desai (DIN: 08095343) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made there under, read with Schedule IV of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Ms. Sonal Desai, (DIN: 08095343) who was appointed as an Additional Director (Non-executive, Independent Director) of the Company by the Board of Directors with effect from April 01, 2019 and who holds office up to the date of the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years up to March 31, 2024.”

NOTES

1. The Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 (“the Act’), in respect of the business under item no 6 to 9 above is annexed hereto. The relevant details of the directors seeking re-appointment/appointment are also annexed herewith.

2. **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 the 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 (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) 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.

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 AGM.
4. Members/Proxies/Authorised Representatives should bring their duly filled and signed attendance slip enclosed herewith to attend the AGM.
5. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. to 1.00 p.m. up to the date of the AGM of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed on Tuesday, August 20, 2019.
7. The members are requested to kindly send all their correspondence relating to change of address, transfer of shares, etc. directly to the Company’s Registrar & Transfer Agents – M/s. Karvy Fintech Private Limited (Formerly known as 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 of shares held in dematerialised form, the intimation of change of address should be passed on to their respective depository participants.

8. Members seeking any information with regard to the financial statements are requested to write to the Company at least ten (10) 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 AGM and ending with the conclusion of the AGM, 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 three (3) days notice in writing is given to the Company.
10. In case of joint holders attending the AGM, 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 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 and also on website of the respective Stock Exchanges. 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 Annual Report, including Notice, instructions for e-voting, 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 Annual Report is 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 Annual Report 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 AGM.
15. Route Map to the venue of the 16th Annual General Meeting of the Company is enclosed at the last page 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Fintech Private Limited (Formerly known as Karvy Computershare Private Limited) ("Karvy").
 - ii. The facility for voting at the AGM either through electronic voting system or polling paper shall also be made available at the AGM and members who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - iii. Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
 - iv. The Board of Directors of the Company has appointed M/s. KJB & Co LLP Practicing Company Secretaries, 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 the same. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two (2) days of conclusion of the AGM, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.shardacropchem.com and on the website of [Karvy https://evoting.karvy.com](https://evoting.karvy.com)

The results shall simultaneously be communicated to the Stock Exchanges.
 - v. The remote e-voting period commences on Saturday, August 24, 2019 (9:00 am) and ends on Monday, August 26, 2019 (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 Tuesday, August 20, 2019, 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. Tuesday, August 20, 2019.
- vii. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the AGM.
- viii. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. Tuesday, August 20, 2019 may obtain the user ID and password in the manner as mentioned below:
- a. 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
- b. 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.
- c. A member may call Karvy's toll free number 1-800-3454-001
- d. A member may send an e-mail request to 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:**
- 1) 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)]:
- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (b) Enter the login credentials i.e. User ID and password which is sent separately.
- (c) After entering these details appropriately click on "LOGIN".
- (d) 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.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the e-voting event number for the Company.
- (g) 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".
- 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.

- (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: alpesh.panchal@kjbllp.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>

By order of Board of Directors

Date : May 14, 2019
Place : Mumbai

Jetkin Gudhka
Company Secretary

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

Pursuant to Section 102 of Companies Act, 2013("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under item no. 6 to 9 of the accompanying Notice dated May 14, 2019.

Item No. 6:

To re-appoint Mr. M. S. Sundara Rajan (DIN: 00169775) as an Independent Director of the Company.

Mr. M. S. Sundara Rajan holds a Post Graduate Degree in Economics from University of Madras with specialisation in Mathematical Economics and National Income and Social accounting. He is also a certified Associate of Indian Institute of Company Secretaries of India. He was a Chairman & Managing Director (CMD) of Indian Bank and has total experience of over 37 years in the banking industry. He has earlier worked with Union Bank of India for over 33 years. He has been ranked 45th in Economic Times India Inc's most potential CEOs list (2009) and also ranked No 2 among the CEOs of nationalised bank and No. 6 among the CEOs of Commercial Banks. He has been an Independent Director of the Company since July 2011.

Mr. M. S. Sundra Rajan was appointed as an Independent Director of the Company under the provisions of Companies Act, 2013 vide resolution passed by the member at the Annual General Meeting of the Company held on August 09, 2014. As per the said resolution, he was appointed for the period of five (5) years up to August 08, 2019. Upon expiry of his term, he is eligible for re-appointment for another term of five years.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term of five consecutive years (one term) and shall be eligible for re-appointment for another period of five consecutive years (second term). In view of the above, the terms of re-appointment of Mr. M. S. Sundara Rajan was placed before the Nomination and Remuneration Committee and Board of Directors at the their meeting held on May 14, 2019 and the same was approved.

The Company also received a declaration of independence, as required by Section 149(6) of Companies Act, 2013 and under Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating that he is not disqualified from being re-appointed as Independent Director of the Company. Further he also submitted his consent to act as director in form DIR-2 as required by Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Disclosure required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided by way of Annexure A to this explanatory statement.

Except Mr. M. S. Sundara Rajan, none of the Director or Key Managerial Personnel of the Company and their relative is concerned or interested in the resolution set out in item no. 6.



Mr. M. S. Sundara Rajan is not related to any Director or Key Managerial Personnel of the Company.

Item No. 7:

To re-appoint Mr. Shitin Desai (DIN: 00009905) as an Independent Director of the Company.

Mr. Shitin Desai is a veteran with more than 40 years of experience in the banking and financial services sector. He served as a Consultant to "Bank of America Merrill Lynch." Before this he served as an Executive Vice Chairman of "DSP Merrill Lynch Ltd." and is one of its Founding Directors. He is the Chairman and Independent Director on the Board of "Julius Baer Wealth Advisors (India) Pvt. Ltd." He is also an Independent Director on the Board of "Sharda Cropchem Limited." He is a Director on the Board of "Piramal Fund Management Pvt. Ltd." (Real Estate). He is also a Director on the Board of "Foundation for Promotion of Sports & Games", a Not-for-Profit (Section 25) Company which assists potential athletes to achieve their dream and win Olympic Gold Medals. He is also a Member of the Advisory Board of 'Kherwadi Social Welfare Association' (KSWA), which is one of the largest NGOs providing livelihoods to underprivileged youth by making them economically independent through vocational training. He was also a member on the Committee on Takeovers appointed by SEBI, Investor Education and Protection Fund constituted by Ministry of Corporate Affairs, the RBI Capital Market Committee, Advisory Group of Securities Market of RBI and Insider Trading Committee. He has been an Independent Director of the Company since December 2013.

Mr. Shitin Desai was appointed as an Independent Director of the Company under the provisions of Companies Act, 2013 vide resolution passed by the member at the Annual General Meeting of the Company held on August 09, 2014. As per the said resolution, he was appointed for the period of five (5) years up to August 08, 2019. Upon expiry of his term, he is eligible for re-appointment for another term of five years.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (Seventy Five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Shitin Desai will attain the age of 75 years on March 20, 2022 and hence continuation beyond 75 years requires the approval of members by special resolution.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term of five consecutive years (one term) and shall be eligible for re-appointment for another period of five consecutive years (second term). In view of the above, the terms of re-appointment of Mr. Shitin Desai was placed before the Nomination and Remuneration Committee and Board of Directors at the their meeting held on May 14, 2019 and the same was approved.

The Company also received a declaration of independence, as required by Section 149(6) of Companies Act, 2013 and under Regulation 16(b) of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, stating that he is not disqualified from being re-appointed as Independent Director of the Company. Further he also submitted his consent to act as director in form DIR-2 as required by Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Disclosure required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided by way of Annexure A to this explanatory statement.

Except Mr. Shitin Desai, none of the Director or Key Managerial Personnel of the Company and their relative is concerned or interested in the resolution set out in item no. 7.

Mr. Shitin Desai is not related to any Director or Key Managerial Personnel of the Company.

Item No. 8:

To re-appoint Mr. Shobhan Thakore (DIN: 00031788) as an Independent Director of the Company.

Mr. Shobhan thakore holds Bachelor's Degrees in Arts (Politics) and Law. He is a Solicitor at the Bombay High Court and Supreme Court of England and Wales and has been an advisor to leading Indian companies on matters relating to Corporate Law and Securities related legislations. He has also acted on behalf of leading investment banks and issuers for initial public offerings in India and several international equity and equity linked debt issuances by Indian corporate houses. He has been an Independent Director of the Company since December 2013.

Mr. Shobhan Thakore was appointed as an Independent Director of the Company under the provisions of Companies Act, 2013 vide resolution passed by the member at the Annual General Meeting of the Company held on August 09, 2014. As per the said resolution, he was appointed for the period of five (5) years up to August 08, 2019. Upon expiry of his term, he is eligible for re-appointment for another term of five years.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (Seventy Five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Shobhan Thakore will attain the age of 75 years on July 31, 2022 and hence continuation beyond 75 years requires the approval of members by special resolution.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term of five consecutive years (one term) and shall be eligible for re-appointment for another period of five consecutive years (second term). In view of the above, the terms of re-appointment of Mr. Shobhan Thakore was placed before the Nomination and Remuneration Committee and Board of Directors at the their meeting held on May 14, 2019 and the same was approved.

The Company also received a declaration of independence, as required by Section 149(6) of Companies Act, 2013 and under Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating that he is not disqualified from being re-appointed as Independent Director of the Company. Further he also submitted his consent to act as director in form DIR-2 as required by Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Disclosure required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided by way of Annexure A to this explanatory statement.

Except Mr. Shobhan Thakore, none of the Director or Key Managerial Personnel of the Company and their relative is concerned or interested in the resolution set out in item no. 8.

Mr. Shobhan Thakore is not related to any Director or Key Managerial Personnel of the Company.

Item No. 9:

To appoint Ms. Sonal Desai (DIN: 08095343) as an Independent Director of the Company.

The Board of Directors of the Company, vide circular resolution dated March 28, 2019, appointed Ms. Sonal Desai as an Additional Director (Non-executive Independent Director), subject to the

approval of the members, for a period of 5 years commencing from April 01, 2019 to March 31, 2024.

Ms. Sonal Desai is a qualified Chartered Accountant with an Executive Diploma in Hospital Administration from Tata Institute of Social Sciences (TISS). She was superannuated from Hindustan Petroleum Corporation in August 2017 (A Fortune 500 Company with a turnover of above USD 31 billion). Currently, she is an Executive Director at Sushrut Hospital (a 100 bedded Charitable Trust Hospital). She is also an advisor to Prashanti Medical Trust (Sathya Sai Hospital) whose hospitals at Rajkot and Ahmadabad do heart surgeries totally free of cost for the economically under privileged patients.

Her last assignment prior to superannuation in HPCL was Executive Director-Refinery Finance (one level below the Board) with additional responsibility of Head-Corporate Social Responsibility (CSR). The vast experience of 33 years comprised of handling not only pure finance and accounting functions but also commercial and embedded functions resulted in rare blend of leadership experience and functional competence. Her assignments provided her unique experience and expertise in business areas such as Marketing, Operations, Projects and Refineries Management.

Disclosure required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided by way of Annexure A to this explanatory statement.

Except Ms. Sonal Desai, none of the Director or Key Managerial Personnel of the Company and their relative is concerned or interested in the resolution set out in item no. 9.

Ms. Sonal Desai is not related to any Director or Key Managerial Personnel of the Company.

By order of Board of Directors

Date : May 14, 2019
Place : Mumbai

Jetkin Gudhka
Company Secretary



ANNEXURE A

Details of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on Tuesday, August 27, 2019.

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. M. S. Sundara Rajan	Mr. Shitin Desai	Mr. Shobhan Thakore	Ms. Sonal Desai	Mr. Manish Bubna
Director Identification Number (DIN)	00169775	00009905	00031788	08095343	00137394
Date of Birth (Age)	March 15, 1950 (69 Years)	March 20, 1947 (72 Years)	July 31, 1947 (72 Years)	August 13, 1957 (61 Years)	June 30, 1974 (45 Years)
Date of first appointment	August 09, 2014	August 09, 2014	August 09, 2014	April 01, 2019	March 12, 2004
Category	Non-Executive Director	Non-Executive Director	Non-Executive Director	Non-Executive Director	Executive Director
Qualification	Post Graduation in Economics from University of Madras and Qualified Company Secretary	Graduation from Mumbai University	Graduation in Arts (Politics) and Law,	Chartered Accountant, Executive Diploma in Hospital Administration	Bachelor of Chemical Engineering (B.Ch.E)
Experience & Expertise	37 Years of experience in Banking Industry.	40 Years of experience in the Banking & Financial Service Sector.	He is solicitor at the Bombay High Court and Supreme Court of England & Wales. He is advisor for matters relating to Corporate Law and Securities Law.	33 Years of experience in handling finance and accounting functions as well as commercial and embedded functions resulted in rare blend of leadership experience and functional competence.	25 years of experience in chemicals, agrochemicals and related businesses. He has spearheaded the Company's foray into the conveyor belt and general chemicals business.
Number of shares held in Company	Nil	Nil	Nil	Nil	1,51,80,000
Name of other Listed entities in which person holds directorship and membership of committees	Nil	Nil	<ul style="list-style-type: none"> Morarjee Textiles Limited Alkyl Amines Chemicals Limited Bharat Forge Ltd Prism Johnson Limited 	Care Ratings Limited	Nil
Relationships between Directors inter-se	None	None	None	None	<ul style="list-style-type: none"> Son of Mr. Ramprakash Bubna and Mrs. Sharda Bubna Brother of Mr. Ashish Bubna
Chairmanship/ Membership of committees of Company	Audit Committee - Member Nomination and Remuneration Committee - Chairman	Audit Committee – Chairman Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member	Stakeholders Relationship Committee - Member	None	Stakeholders Relationship Committee - Member