



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, 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

Dated: 18th October, 2019

To,

BSE Limited

P. J. Towers, Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub : Ratification of disclosure in relation to intention of promoters, Directors and KMP to subscribe to the offer in Notice calling Annual General Meeting dated 25.09.2018.

**Ref. : Shree Pushkar Chemicals & Fertilisers Limited
(Symbol Code: SHREEPUSHK Code: 539334)**

With the reference to above captioned subject matter and as per undertaking dated 3rd June, 2019, we would like to disclose you that the Company has ratified disclosure regarding the intention of promoters, Directors and Key management personnel to subscribe to the offer in compliance with regulation 163(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as under.

In the item no. 6 & 7 of explanatory statement of previous Notice of 25th Annual General Meeting of the Company, whereby it was inadvertently printed that "None of the Promoters, Director or Key Managerial Personnel, intend to subscribe to any shares pursuant to this preferential issue of Equity Shares."

Which is corrected now as follows:

"Except Mr. Punit Makharia, Mr. Raghav Makharia, Mrs. Aradhana Makharia, Mr. Gautam Makharia, Mr. Bhanu Makharia, Mrs. Ranjana Makharia, Mr. Gopi Makharia and Ms. Radhika Makharia none of the Promoters, Directors or Key Managerial Personnel, intend to subscribe to any shares pursuant to this preferential issue of Equity Shares."

As the members have passed resolution to issue and allot shares on preferential basis to promoters/Directors/KMPs, we have voluntarily released a Corrigendum to ratify the above



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.

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incorrect disclosure from explanatory statement of that Notice on 26th April, 2019 in the same newspaper in which original announcement was made i.e. Business standard and Mumbai Mitra.

The said Corrigendum was already filed with exchange on 26th April, 2019 in Compliance with regulation 30 of SEBI (LODR) Regulations, 2015. The Company has disclosed/informed the same to its members through item no.8 of Notice of AGM dated 23.09.2019 and the same has been approved by members of the Company. All other particulars and details of the Notice of AGM 2018 remain unchanged. Thus, the Notice shall always be read with the Corrigendum. Enclosed herewith a copy of Notice calling AGM 2019 and AGM Minutes as Annexure-1.

You are requested to take this information on your record and oblige.

Yours Sincerely,

For Shree Pushkar Chemicals & Fertilisers Limited

Satish Chavan
Company Secretary
M.No.: 40764
Place: Mumbai



Encl: Notice and Minutes of AGM 23.09.2019.



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HELD AT Shree Pushkar Chemicals & Fertilisers LimitedON Annual general meeting Minutes 23/09/2019 TIME

MINUTES OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY SHREE PUSHKAR CHEMICALS AND FERTILISERS LIMITED HELD ON MONDAY THE 23RD SEPTEMBER, 2019 AT 3.00 P.M. AT BRIJWASI PALACE HALL, BRIJWASI ESTATE, SONAWALA ROAD, GOREGAON (EAST), MUMBAI - 400063.

PRESENT:

- | | |
|--------------------------|--------------------------------------|
| 1. Mr. Punit Makharia | Chairman, Managing Director & Member |
| 2. Mr. Gautam Makharia | Joint Managing Director & Member |
| 3. Mr. Dinesh Modi | Independent Director |
| 4. Mrs. Ranjana Makharia | Non-Executive Woman Director |
| 5. Mr. S. N. Sengupta | Associate Director & Member |
| 6. Mr. Deepak Beriwalla | Chief Financial Officer |

BY INVITATION

- | | |
|--------------------------|---|
| 7. Mr. Dhiraj Lalpuria | Statutory Auditor, Representative of
M/s. S K Patodia & Associates |
| 8. Mr. Sanam Umbargikar | Secretarial Auditor, Partner of
M/s. DSM & Associates. |
| 9. Mr. Rajesh Mishra | Registrar and Transfer Agents, Representative
of Bigshare Services Private Ltd |
| 10. Mr. Pradeep Tibrewal | Internal Auditor, Representative of
M/s. PKT & CO. |

IN ATTENDANCE:

Mr. Satish Chavan Company Secretary

Members

Mr. Gopikishan Makharia	Member
Mrs. Aradhana Makharia	Member
Mrs. Bhanu Makharia	Member
Mr. Sudhir Kangutkar	Member
Mr. Piyush Kachalia	Member
Mr. Avinash Kolapkar	Member
Mr. Dilip Shah	Member ... & Others....

The meeting was attended by 52 persons out of which 30 shareholders were physically present including 29 shareholders through Proxy.

Mr. Punit Makharia took the Chair and meeting commenced under his Chairmanship

Mr. Satish Chavan, Company Secretary of the Company ascertained the quorum and informed the meeting that requisite quorum was present and accordingly commenced the proceedings.

He welcomed the present members, Special invitees, proxies and stakeholders to the Twenty Sixth Annual General Meeting of the Company. Then he introduced dias before meeting.



CHAIRMAN'S INITIALS

HELD AT
Shree Pushkar Chemicals & Fertilisers LimitedON
Annual general meeting Minutes 23/09/2019

Then Mr. Satish Chavan, Company Secretary with the consent of the members, taken as read the Notice convening Annual General Meeting and the Auditors' Report of Annual Report and stated the following:

- i) Copies of Annual Report, Annual General Meeting (AGM) Notice, Notice of e-voting etc. were sent to the members who have registered their email id with the Company / Depository participants (DPs) / Registrar and Share Transfer Agent (RTA). Members whose email ids were not registered with the Company / DPs / RTA were sent physical copies of AGM Notice, Annual Report and notice of e-voting through permitted mode.
- ii) In compliance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Compliances, the Company had engaged NSDL as the Authorized Agency to provide remote e-voting facility to the members to cast their votes for resolutions as mentioned in the AGM notice dated August 31st, 2019. The remote e-voting facility was available to the members from Friday, September 20th September, 2019 (IST 9.00 a.m.) to Sunday, September 22nd, 2019 (IST 05.00 p.m.).
- iii) The Company has appointed M/s. DSM & Associates, Company Secretaries, Mumbai as the Scrutinizer to scrutinize the remote e-voting and poll process at the AGM in a fair and transparent manner
- iv) The Registers required under the provisions of the Companies Act, 2013, are kept ready for inspection and accessible to the members during the continuance of the meeting.
- v) Read the Statutory Auditors' Report and Secretarial Auditors' Report.

Then Company Secretary requested the Chairman to commence the proceedings.

Address by the Chairman:

Mr. Punit Makharia, the Chairman of the Company briefly addressed the Members updating them on business of the Company. Chairman in his speech highlighted the economy, industrial scenario, sector specific issues, performance of the Company for the fiscal year 2018-2019

The Chairman informed the Shareholders that the Company has announced dividend @ 15% in the Board meeting held on 20th May, 2019 for the financial year 2018-19. The Chairman also updated various events taken place during the year as elaborated in the present Directors' Report of the Company.

The Chairman also updated various events taken place during the year as elaborated in the present Directors' Report of the Company.



CHAIRMAN'S INITIALS

HELD AT
Shree Pushkar Chemicals & Fertilisers LimitedON
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The Chairman invited queries & questions from the members present on Annual Accounts, Auditors' Report and Directors' Report thereon. Some Members sought clarifications on Accounts. The Chairman replied suitably to the clarifications sought.

Thereafter, the Company Secretary of the Company stated that the results of the remote e-voting process and poll will be announced on receipt of the Scrutinisers' Report and the Scrutinisers' Report will be placed on the Company's website and sent to the Stock Exchanges.

Then he requested the Members that anyone of them can propose resolution and second the same and requested to fill up their poll papers then drop it into the ballot box maintained their side.

Thereafter Company Secretary took up the items of Business set out in the Notice of the Meeting as follows.

Item No.1: Adoption of Audited Financial Statements of the Company for the financial year ended on 31st March, 2019 and the Reports of the Auditors' and Directors' thereon:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2019 and the Profit and Loss Account for the year ended on that date together with Schedules thereon and Directors' Report and the Auditors' Report thereon be and the same are hereby received, approved and adopted.

RESOLVED FURTHER THAT Mr. Punit Makharia, Chairman & Managing Director and/or Mr. Gautam Makharia, Joint Managing Director of the Company be and are hereby individually and/or severally authorised to take the necessary action to give effects to the above resolution."

The Above resolution was passed by an Ordinary Resolution; which was proposed by Mr. Dilip Shah, and seconded by Mr. Piyush Kachalia .

Item No.2: Appointment of Mr. Punit Makharia (DIN: 01430764), who retires by rotation and being eligible, offers himself for re- appointment:

"RESOLVED THAT Mr. Punit Makharia (DIN: 01430764) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

The above Resolution was passed with an Ordinary Resolution; which was proposed by Mr. Buddhi Basyal and seconded by Mr. Vikas Khedwal.



[Handwritten signature]

CHAIRMAN'S INITIALS

HELD AT
Shree Pushkar Chemicals & Fertilisers LimitedON
Annual general meeting Minutes 23/09/2019**Item No.3: Appointment of Mr. Gautam Makharia (DIN: 01354843), who retires by rotation and being eligible, offers himself for re- appointment:**

"RESOLVED THAT Mr. Gautam Makharia (DIN: 01354843) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

The above resolution was passed with an Ordinary Resolution; which was proposed by Mr. Kantilal Jain, and seconded by Mr. Prakash Gamare.

Item No.4: Declaration of Final Dividend of Rs. 1.5/- Per shares (i.e. 15% on Face Value of share) for the year ended 31st March, 2019:

"RESOLVED THAT dividend paid @ Rs.1.50 per share (on each equity share of Rs.10) on the paid up equity share capital of the Company, as recommended by the Board of Directors, be and is hereby confirmed as Final Dividend for the year 2018-19 is approved."

The above resolution was passed with an Ordinary Resolution; which was proposed by Mr. Vaibhav Tithe, and seconded by Mr. Avinash Kolapkar.

ItemNo.5: Continuation of appointment of Mr. Ramakant Nayak (Independent Director, till the Term Ends Pursuant To Reg. 17 of SEBI (LODR) 2015:

"RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Shri Ramakant Nayak, who was reappointed as Independent Director of the Company for a period of 5 years at the 23rd Annual General Meeting of the Company held on 10th August, 2016, till conclusion of 28th Annual General Meeting by way of special resolutions and who will be attaining the age of 75 years for the remaining period of their existing term of Directorship as Independent Directors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

The above resolution was passed with a Special Resolution; which was proposed by Mr. Sudhir Kangutkar, and seconded by Mr. Avinash Kolapkar.



CHAIRMAN'S INITIALS

HELD AT
Shree Pushkar Chemicals & Fertilisers LimitedON
Annual general meeting Minutes 23/09/2019**Item No.6: Appointment of Mr. Satpal Kumar Arora, (DIN: 00061420) as a Non-Executive, Independent Director:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and

Remuneration Committee, Shri Satpal Kumar Arora (DIN 00061420), be and is hereby appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from November 5th, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri Satpal Kumar Arora be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time".

The above resolution was passed with a Special Resolution; which was proposed by Mr. Aradhana Makharia, and seconded by Mr. Vikram Bhojak.

Item No. 7: To ratify remuneration of Mr. Dilip Bathija & Co., the Cost Auditor:

"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, the remuneration payable to M/s Dilip Bathija & Co., Cost Accountants (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, 2020, 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."

The above resolution was passed with an Ordinary Resolution; which was proposed by Mr. Rajesh Tandale , and seconded by Mr. Dilip Shah.



CHAIRMAN'S INITIALS

HELD AT
Shree Pushkar Chemicals & Fertilisers LimitedON
Annual general meeting Minutes 23/09/2019

Item No 8: Ratification disclosure regarding the intention of promoters, Directors and Key management personnel to subscribe to the offer in compliance with regulation 163(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

"RESOLVED THAT pursuant to the regulation of 163(1) (c) and such other applicable regulations, if any, of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, the disclosure regarding the intention of promoters, directors and key management personnel to subscribe the preferential issue as mentioned for item no. 6&7 of explanatory statement in the notice of 25th annual general meeting was corrected by issuing corrigendum as per the instruction of Stock Exchange(s) the correction made under explanatory statement 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."

The above resolution was passed with an Ordinary Resolution; which was proposed by Mr. Piyush Kachalia, and seconded by Mr. Pravin Jha.

Item No:10 Vote of Thanks:

There being no other business to transact the meeting then concluded at 5.00 p.m. with vote of thanks to the chair.

Date: 23rd September, 2019

Place: Mumbai



PUNIT MAKHARIA

Chairman & Managing Director



CHAIRMAN'S INITIALS



NOTICE OF 26th ANNUAL GENERAL MEETING

Notice is hereby given that the **26th Annual General Meeting** of the members of the Company **Shree Pushkar Chemicals & Fertilisers Limited** will be held on **Monday the 23rd September, 2019**, at **3.00 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, 2019 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 of Rs. 1.5/- per shares (i.e. 15% on Face value of share) for the year ended 31st March, 2019;

SPECIAL BUSINESS:

5. **Continuation of Appointment of Mr. Ramakant Nayak, Independent Director, till the Term Ends Pursuant To Reg. 17 of SEBI (LODR) 2015:**

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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, the consent of members of the Company be and is hereby accorded for continuation of Directorship of Shri Ramakant Nayak, who was reappointed as Independent Director of the Company for a period of 5 years at the 23rd Annual General Meeting of the Company held on 10th August, 2016, till conclusion of 28th Annual General Meeting by way of special resolutions and who will be attaining the age of 75 years for the remaining period of their existing term of Directorship as Independent Directors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

6. **To appoint Mr. Satpal Kumar Arora, (DIN:00061420) as a Non-Executive, Independent Director:**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Shri Satpal Kumar Arora (DIN 00061420), be and is hereby appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from November 5th, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri Satpal Kumar Arora be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time".

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:

"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, the remuneration payable to M/s Dilip Bathija & Co., Cost Accountants (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, 2020, 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."





8. **To ratify the disclosure regarding the intention of promoters, Directors and Key management personnel to subscribe to the offer in compliance with regulation 163(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 :**

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

"RESOLVED THAT pursuant to the regulation of 163(1) (c) and such other applicable regulations , if any, of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, the disclosure regarding the intention of promoters, directors and key management personnel to subscribe the preferential issue as mentioned for item no. 6&7 of explanatory statement in the notice of 25th annual general meeting was corrected by issuing corrigendum as per the instruction of Stock Exchange(s) the correction made under explanatory statement be and is hereby ratified and confirmed.

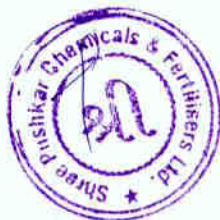
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

**Punit Makharia
Chairman & Managing Director
DIN: 01430764.**

Place: Mumbai
Date: 13th August, 2019.

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. 5 to 8** 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. 5 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 **16th September, 2019 to 23rd September, 2019** (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 is 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, **Big Share 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 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 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.

17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019 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
18. 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.
19. 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, 22nd September, 2019 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.
20. 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: cosec@shreepushkar.com, Contact No.: **022-42702525**.
21. The E-voting period for all items of business contained in this Notice shall commence from **Friday the 20th September, 2019 at 9.00 a.m.** and will end on **Sunday the 22nd September, 2019 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 cut-off date of **16th September, 2019**, 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 **16th September, 2019**.

22. 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.
23. 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.
24. 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.
25. 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.
26. **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 20th September, 2019 (9:00 am) and ends on 22nd September, 2019 (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 16th September, 2019, 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.nsd.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.nsd.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 AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- i) 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.





- (ii) 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).
- (iii) 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.
- (iv) 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.
- (v) 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) 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).
- (vii) 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 **16th September, 2019**.
- (viii) 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. **16th September, 2019**, 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.
- (ix) 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.
- (x) 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.
- (xi) 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

Punit Makharia
Chairman & Managing Director
DIN: 01430764.

Place: Mumbai
Date: 13th August, 2019.

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. 5 to 8** of the accompanying Notice:

Item No. 5:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Shri Ramakant Nayak who was reappointed as an Independent Directors of the Company at the 23rd Annual General Meeting of the Company held on August 10, 2016 for a period of five years by way of special resolution will attained the age of 75 years before his term ends. In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, N & R Committee discussed the matter and recommended the continuation of Directorship of the Shri Ramakant Nayak for the remaining period of their term.

Mr. Ramakant Nayak, a Resident Indian National, he holds a Bachelor's degree in Science from Karnataka University, a Bachelor's Degree in Law from University of Mumbai and a Diploma in Marketing and Advertising from Rajendra Prasad College of Mass Communications & Media. He is an associate member of The Indian Institute of Bankers. He has more than 40 years of extensive commercial banking experience; financial services industry, particularly commercial banking, manufacturing industry and realty industry. He brings an independent judgment on the Board's discussions especially on issues related to investments, acquisition, operational performance and risk management.

The Shri Ramakant Nayak is expert in his fields and experience and valuable guidance is beneficial to the Company. The Board, based on the recommendation of NR Committee and considering benefits of the expertise of independent Director, has recommended the resolution for approval of shareholders by way of special resolution.

Except the above Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.6

Pursuant to Section 161 (1) of the Companies Act, 2013 and Articles of Association of the Company Shri Satpal Kumar Arora, (DIN:00061420) was appointed as an Non Executive Independent Director at the Board Meeting held on November 5th, 2018.

Shri Satpal Kumar Arora, a Resident Indian National, who appointed as Non-Executive and Independent Director on the Board of our Company. He holds CAIIB (Both Parts) Indian Institute of Bankers along with he is stood with M.com CS, CMA, LLB, Insolvency Professional etc. He has more than 35 years of experience in corporate industry as a Director, Company Secretary, Headed Internal Audit, Corporate Advisory Department and Vigilance Department, Project financing, loan restructuring etc. also handled BIFR cases and litigation matters.

The Board, based on the experience and expertise of Shri Satpal Kumar, is of the opinion that he have the requisite qualification to act as a Non-Executive Independent Director of the Company. In terms of Section 161(1) of the Companies Act, 2013, if appointed, Shri Satpal Kumar Arora would hold office up to the 4th November, 2023.

Shri Satpal Kumar Arora is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and their consent to act as director has been received by the Company.

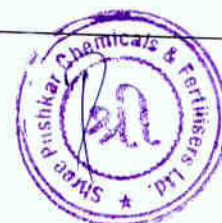
The Company has received a declarations from Shri Satpal Kumar Arora, stating that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 read with schedule IV of the Companies Act, 2013 and under Reg. 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the proposed director fulfils the conditions for their appointment as an Independent Director as specified in the Act and the SEBI regulation.

Shri Satpal Kumar Arora possesses appropriate skills, experience and knowledge. Your Board of Directors is of the view that owing to the rich and varied experience of Shri Satpal Kumar Arora, association with him would be of immense benefit to the Company and it is desirable to avail services of Independent Director.

Accordingly, on the recommendation received from the Nomination and Remuneration Committee, the Board recommends the resolution for the appointment Shri Satpal Kumar Arora as an Independent Director for a term of 5 (five) years from 5th November, 2018 to 4th November, 2023 for the approval of the shareholder of the Company.

Shri Satpal Kumar Arora does not hold by himself or for through any other person, on a beneficial basis, shares more than two percent in the company as per declaration given by him.

The copy of the draft letter for appointment of Shri Satpal Kumar Arora as Independent 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.





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

None of the Directors, except whose appointment is proposed, or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution, except respective Directors seeking appointment.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by 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 Accountants as the cost auditor for the financial year 2019-20 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.

Item No.8:

Ratification of correction in explanatory statement of Notice calling 25th Annual General Meeting (AGM):

Attention of the members of the Company hereby brought to the item no. 6 & 7 of explanatory statement annexed to the notice of 25th Annual General Meeting of the Company, whereby it was inadvertently printed that "None of the Promoters, Director or Key Managerial Personnel, intend to *subscribe to any shares pursuant to this preferential issue of Equity Shares.*"

As the members had passed resolution to issue and allot shares on preferential basis to Promoters/Directors/KMPs, the Company had voluntarily released a corrigendum on 26th April, 2019 (the "Corrigendum") in the same newspapers in which AGM Notice announcement was made i.e. Business Standard and Mumbai Mitra, to rectify the above incorrect disclosure from the explanatory statement of that Notice.

Following factual information appearing in the explanatory statement of Item No. 6&7 was rectified through the Corrigendum:

Point 'vi. Intention of Promoters/Directors/ Key Managerial Personnel to subscribe the proposed preferential issue

"None of the Promoters, Directors or Key Managerial Personnel, intend to subscribe to any shares pursuant to this preferential issue of Equity Shares."

shall be read as follows:

"Except Mr. Punit Makharia, Mr. Raghav Makharia, Mrs. Aradhana Makharia, Mr. Gautam Makharia, Mr. Bhanu Makharia, Mrs. Ranjana Makharia, Mr. Gopi Makharia and Ms. Radhika Makharia none of the Promoters, Directors or Key Managerial Personnel, intend to subscribe to any shares pursuant to this preferential issue of Equity Shares"

All other particulars and details of the Notice remain unchanged. Thus, the Notice shall always be read with the Corrigendum.

The Board recommends the ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board

For Shree Pushkar Chemicals & Fertilisers Limited

Punit Makharia
Chairman & Managing Director
DIN: 01430764.

Place: Mumbai
Date: 13th August, 2019.

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

