

NOTICE

NOTICE is hereby given that the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the Members of **PARKER AGROCHEM EXPORTS LIMITED** will be held as scheduled below:

Date	: 30 th September, 2017
Day	: Saturday
Time	: 12.00 noon
Place	: At the Registered Office: Block H, Plot 3 & 4, New Kandla – 370 210, Kutch

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt audited financial statements of the Company for the financial year 2016-17 and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** audited financial statements of the Company for the financial year 2016-17 comprising of Balance Sheet as on 31st March, 2017 and the Profit and Loss Statement for the Financial year ended on 31st March, 2017 together with all annexure and attachment thereto including the Directors' Report and Auditors' Report thereon, which have already been circulated to the Members and as laid before this meeting, be and the same are hereby approved and adopted.”
2. To appoint a Director in place of Mr. Sukhdevbhai R. Acharya (DIN: 01318814), who retires by rotation and being eligible, offers himself for re appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** the retiring Director, Mr. Sukhdevbhai R. Acharya (DIN: 01318814), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. To ratify the appointment of Auditors made, in the 21st Annual General Meeting for holding the office from the conclusion of 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting and to fix their remuneration and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, appointment of M/s. Wadhawan & Co., Chartered Accountants as Auditors of the Company made in the 21st Annual General Meeting (AGM) held on 30th September, 2014 for the period from the conclusion of that 21st AGM till the conclusion of the 26th AGM be and is hereby ratified.
RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to fix their remuneration in consultation with the said Auditors and also to take all other actions as may be required in this regard.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:
“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Liladharbhai L. Thakkar, (DIN: 01255039) Non-executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f. 1st October, 2017.
RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the re-appointment so as to include any modification or re enhancement thereof, for the time being in force or any amendments of modification that may hereafter be made thereto by the Central Government as may be agreed between the Board of Directors and Mr. Liladharbhai L. Thakkar, (DIN: 01255039).
RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:
“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Pravinkumar M. Thakkar, (DIN: 02769373) Non-executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f. 1st October, 2017.
RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the re-appointment so as to include any modification or re enhancement thereof, for the time being in force or any amendments of modification that may hereafter be made thereto by the Central Government as may be agreed between the Board of Directors and Mr. Pravinkumar M. Thakkar, Director (DIN: 02769373).

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Sankarlal S. Thakkar, (DIN: 03075338) Non-executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f. 1st October, 2017.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the re-appointment so as to include any modification or re enhancement thereof, for the time being in force or any amendments of modification that may hereafter be made thereto by the Central Government as may be agreed between the Board of Directors and Mr. Sankarlal S. Thakkar, (DIN: 03075338).

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

REAPPOINTMENT OF MRS. SHILPABEN S. ACHARYA AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR 3 YEARS, W.E.F. 1ST JUNE, 2016 TO 31ST MAY, 2019:

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 & 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification and re-enactment thereof, for the time being in force) approval of the members be and is hereby granted for the re-appointment of Mrs. Shilpaben S. Acharya (DIN: 01947859) as Whole-Time Director of the Company for a period of three years with effect from 1st June, 2016.

RESOLVED FURTHER THAT the terms and conditions of such re-appointment including the remuneration and perquisite payable to Mrs. Shilpaben S. Acharya shall be as mentioned herein below:

TERMS AND CONDITIONS:

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mrs. Shilpaben S. Acharya, Whole-Time Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time.
- II. The Whole-time Director shall be liable to retire by rotation.
- III. The Whole-time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- IV. The Whole-time Director shall be paid remuneration and perquisites as under:
 - (A) **Salary:** A Salary of ` 1,75,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
 - (B) **Bonus:** Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of ` 6 Lakh p.a.
 - (C) **Perquisites:** The Whole Time Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED ALSO THAT the re-appointment and remuneration paid to Mrs. Shilpaben S. Acharya as Whole-Time Director of the Company for the period from 1st June, 2016 to 10th February, 2017 be and is hereby specifically noted and ratified.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Whole- Time Director without the matter being referred to the Company in General Meeting again.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

REAPPOINTMENT OF MR. SUKHDEVBHAI R. ACHARYA AS CHAIRPERSON CUM MANAGING DIRECTOR OF THE COMPANY FOR 3 YEARS, W.E.F. 1ST JUNE, 2016 TO 31ST MAY, 2019.

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 & 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification and re-enactment thereof, for the time being in force) approval of the members be and is hereby granted for the re-appointment of Mr. Sukhdevbhai R. Acharya (DIN: 01318814) as Chairperson cum Managing Director of the Company for period of 3 years, liable to retire by rotation, with effect from 1st June, 2016 to 31st May, 2019.

RESOLVED FURTHER THAT the terms and conditions of such re-appointment including the remuneration and perquisite payable to Mr. Sukhdevbhai R. Acharya shall be as mentioned herein below:

TERMS AND CONDITIONS

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Sukhdevbhai R. Acharya, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The Managing Director shall be liable to retire by rotation.
- III. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- IV. The Managing Director shall be paid remuneration and perquisites as under:
 - (A) **Salary:** A Salary of ` 2,00,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
 - (B) **Bonus:** Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of ` 6 Lakh p.a.
 - (C) **Perquisites:** The Managing Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED ALSO THAT the re-appointment and remuneration paid to Mr. Sukhdevbhai R. Acharya as Managing Director of the Company for the period from 1st June, 2016 to 10th February, 2017 be and is hereby specifically noted and ratified.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution."

Registered Office:
Block H, Plot 3 & 4,
New Kandla – 370 210
Kutch.
Date: 25th May, 2017
CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-
Sukhdev R. Acharya
(DIN:01318814)
Chairperson & Managing Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAT 48 HOURS BEFORE THE TIME OF MEETING.**
2. **A person can act as 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 carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. Pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015 and section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 23rd September, 2017 to Saturday, the 30th September, 2017 (both days inclusive).
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
5. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:
Link Intime India Pvt. Ltd.
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre,
Nr. St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad - 380009.
6. As a matter of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Therefore, Members are requested to bring their copies at Annual General Meeting.
7. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
8. The Notice of the 24th AGM and instructions for remote e-voting along with the attendance slip and proxy form are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

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9. E-VOTING:

Pursuant to provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolution set forth in the notice convening 24th Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The complete details of the instructions for e-voting are annexed to this notice.

10. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the directors seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

11. Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:

ITEM NO. 4, 5 & 6:

Mr. Liladharbhai L. Thakkar (DIN: 01255039), Mr. Pravinkumar M. Thakkar (DIN: 02769373) and Mr. Sankarlal S. Thakkar (DIN: 03075338) were appointed as Independent Directors, in compliance with the requirements of the clause-49 of the Listing Agreement and other applicable provisions of the Companies Act, 2013 for a three years from 1st October, 2014.

The Committee was satisfied with the evaluation exercise, which reflected the overall engagement and effectiveness of each of the Independent Director. All Independent Directors are satisfactorily contributing to the Board as Directors since last several years. Thus, there are adequate justifications for choosing all three appointees for re-appointment as Independent Directors. Based on the outcome of the performance evaluation process of all three Independent Directors of the Company, the Nominations & Remuneration Committee has also recommended the re-appointment of these Independent Directors for a further period of 5 years from 1st October, 2017. Mr. Liladharbhai L. Thakkar (DIN: 01255039), Mr. Pravinkumar M. Thakkar (DIN: 02769373) and Mr. Sankarlal S. Thakkar (DIN: 03075338) Non-executive Directors of the Company have given (a) consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (appointment & Qualification of Directors) Rules, 2014 and (c) declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and SEBI(LODR) Regulations, 2015.

In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of these directors as Independent Directors is now being placed before the Members for their approval by way of Special Resolution.

The Company has received separate notices in writing from members along with the deposit of the requisite amount under Section 160 of the Act, individually proposing the candidature of Mr. Liladharbhai L. Thakkar, Mr. Pravinkumar M. Thakkar and Mr. Sankarlal S. Thakkar, for the office of the Director of the Company.

The terms and conditions of re-appointment of the above Directors shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Mr. Liladharbhai L. Thakkar (DIN: 01255039), Mr. Pravinkumar M. Thakkar (DIN: 02769373) and Mr. Sankarlal S. Thakkar (DIN: 03075338) are interested in these resolutions since it relates to their respective appointment as Independent Director of the Company.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution except to the extent of their respective shareholding in the Company.

ITEM NO. 7:

Mrs. Shilpaben S. Acharya was re-appointed as Whole Time Director of the Company for a period of 3 Years from 1st June, 2013 in the meeting of the Board of Directors held on 29th May, 2013 which appointment was later on approved by the members of the Company at the General Meeting held on 30th September, 2013. The Company has benefited immensely out of her rich experience in the field of general administration.

In view of this and looking into her involvement in future growth plans and as recommended by the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 10th February 2017 re-appointed Mrs. Shilpaben S. Acharya as Whole-Time Director for a further period of three years with effect from 1st June, 2016 and specifically ratified the re-appointment and the remuneration paid for the period from 1st June, 2016 to 10th February, 2017.

Re-appointment and the payment of remuneration to its Whole-Time Director require the approval of the members of the Company at the next General Meeting as per applicable provisions of the Companies Act, 2013.

The draft of the terms and conditions are already set out in the draft resolution incorporated in the Notice of the Annual General meeting.

All documents connected with this matter are open for inspection by the members of the Company during normal business hours on all working days at the registered office of the Company till the date of AGM.

Mrs. Shilpaben S. Acharya is interested in this resolution since it relates to her re-appointment as Whole-Time Director of the Company. Mr. Sukhdevbhai R. Acharya is also interested in this resolution as he is husband of Mrs. Shilpaben S. Acharya.

Except above, none of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

Additional information required to be given as per sub Para (B) of Para 1 of Section II of part II of Schedule V of the Companies Act, 2013 is separately given in the annexure attached to notice.

ITEM NO. 8:

Mr. Sukhdevbhai R. Acharya was reappointed as Chairman cum Managing Director of the Company for a period of 3 Years from 1st June, 2013 in the meeting of the Board of Directors held on 29th May, 2013 which appointment was later on approved by the members of the Company at the General Meeting held on 30th September, 2013. The Company has benefited immensely out of his rich experience in the field of Storage Tank/Warehouse & Commodities & Finance.

PARKER AGROCHEM EXPORTS LTD.

Looking to the contribution made by him for the growth of the Company, as recommended by the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 10th February 2017 re-appointed Mr. Sukhdevbhai R. Acharya as Chairperson cum Managing Director for a further period of three years with effect from 1st June, 2016 and specifically ratified the re-appointment and the remuneration paid for the period from 1st June, 2016 to 10th February, 2017.

It may please be noted that since Mr. Sukhdevbhai R. Acharya is of 73 years age, continuation of his employment as Managing Director requires the approval of Members by way of a Special Resolution. Section 196(3) read with Schedule V Part I (c) of the Companies Act, 2013, inter alia, provides that no Company shall continue the employment of a person who has attained the age of 70 years as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing a Special Resolution.

Keeping in view the rich and varied experience of Mr. Sukhdevbhai R. Acharya, in the field of Storage Tank/Warehouse & Commodities & Finance and his involvement in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Sukhdevbhai R. Acharya as Managing Director.

Re-appointment and the payment of remuneration to its Managing Director require the approval of the members of the Company at the next General Meeting as per applicable provisions of the Companies Act, 2013.

The draft of the terms and conditions are already set out in the draft resolution incorporated in the Notice of the Annual General meeting.

All documents connected with this matter are open for inspection by the members of the Company during normal business hours on all working days at the registered office of the Company till the date of AGM.

Mr. Sukhdevbhai R. Acharya is interested in this resolution since it relates to his reappointment as Chairperson cum Managing Director of the Company. Mrs. Shilpaben S. Acharya is also interested in this Resolution as she is wife of Mr. Sukhdevbhai R. Acharya.

Except above, none of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

Additional information required to be given as per sub Para (B) of Para 1 of Section II of part II of Schedule V of the Companies Act, 2013 is separately given in the annexure attached herewith.

Registered Office:

Block H, Plot 3 & 4,
New Kandla – 370 210
Kutch.

Date: 25th May, 2017

CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-

Sukhdev R. Acharya
(DIN:01318814)

Chairperson & Managing Director

Additional information required to be given alongwith a Notice calling Annual General Meeting as per sub Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I.	General Information:					
(1)	Nature of Industry:	Giving Storage Tank on Hire, Trading of Commodities and Gold and Silver				
(2)	Date or expected date of commencement of Commercial production:	The Company is already in operation.				
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable				
		(In `)				
(4)	Financial performance based on given indicators	2012-13	2013-14	2014-15	2015-16	2016-17
	Turnover	1437013007	1997585995	2659280002	972816112	101782092
	Net profit/ (loss) as per Statement of Profit & Loss	2255795	3057031	4250271	1620069	746054
	Amount of Dividend paid	-	-	-	-	-
	Rate of Dividend declared	-	-	-	-	-
	Earnings before taxes	3253415	4218089	4654741	2062565	1090278
	% of EBT to turnover	0.2264	0.2112	0.1750	0.2120	1.0712
(5)	Foreign investments or collaborations, if any.	NIL				
II.	Information about the appointee 1:					
(1)	Background details	Name: Smt. Shilpaben S. Acharya Designation: Whole- Time Director Father's name: Shri Trambhalal P. Shah Nationality: Indian Date of Birth: 19/08/1963 Qualifications: Matriculate Experience: 19 Years				
(2)	Past remuneration	The gross remuneration paid to her in the year 2016-17 was ` 21,00,000/- p.a.				

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(3)	Recognition or awards	NIL
(4)	Job profile and her suitability	The Whole-Time Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
(5)	Remuneration proposed	A gross remuneration of ` 21,00,000/- per annum. There is no change in the remuneration package of the Whole-Time Director of the Company. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of ` 6 Lakh p.a.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of her origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to her is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Smt. Shilpaben S. Acharya, Whole-Time Director is wife of Shri Sukhdevbhai R. Acharya, Chairperson cum Managing Director, of the Company.
II.	Information about the appointee 2:	
(1)	Background details	Name: Shri Sukhdevbhai R. Acharya Designation: Chairperson Cum Managing Director Father's name: Shri Raychandbhai S. Acharya Nationality: Indian Date of Birth: 08/12/1943 Qualifications: Under Graduate Experience: 44 Years
(2)	Past remuneration	The gross remuneration paid to him in the year 2016-17 was ` 24,00,000/- p.a.
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
(5)	Remuneration proposed	A gross remuneration of ` 24,00,000/- per annum. There is no change in the remuneration package of the Managing Director of the Company. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of ` 6 Lakh p.a.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Shri Sukhdevbhai R. Acharya, Chairperson cum Managing Director is husband of Smt. Shilpaben S. Acharya, Whole-Time Director of the Company.
III	Other information:	
(1)	Reasons of loss or inadequate profits	The rent on storage tank keeps on varying based on available of storage tank and its demand. However, the Company has to incur various fixed cost for the same. Moreover, trading in commodities and gold & silver may also result into profit or loss.
(2)	Steps taken or proposed to be taken for improvement.	The Company gives some of its tanks on lease for medium to long term basis to secure its fixed cost. Moreover, the Company prudently enters into trade of commodities, gold and silver.
(3)	Expected increase in productivity and profits in measurable terms	The above steps would ensure that the risk of loss can be minimized. It would be difficult to provide for expected increase in productivity and profit in measurable terms.

IV. Disclosures:

Smt. Shilpaben S. Acharya

The remuneration package of Smt. Shilpaben S. Acharya and other details such as remuneration, duties etc. have been disclosed above. The Company does not have any scheme for grant of stock options.

As per the provisions of Sections 196, 197 & 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 consent of the Company by a Special Resolution is necessary for holding office as Whole-Time Director of the Company on remuneration.

The Board commends the approval by the members of the extension of term of Whole-time Director and payment of remuneration to her.

Smt. Shilpaben S. Acharya is interested in this resolution since it relates to her reappointment as Whole-time Director of the Company. Shri Sukhdevbhai R. Acharya is also interested in this resolution as he is husband of Smt. Shilpaben S. Acharya.

Shri Sukhdevbhai R. Acharya

The remuneration package of Shri Sukhdevbhai R. Acharya and other details such as remuneration, duties etc. have been disclosed above. The Company does not have any scheme for grant of stock options.

As per the provisions of Section 196(3) read with Schedule V Part I(c) and all other applicable provisions, if any, of the Companies Act, 2013 no Company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a Special Resolution.

The Board commends for the approval by the members for the extension of term of Managing Director and payment of remuneration to him.

Shri Sukhdevbhai R. Acharya is interested in this resolution since it relates to his reappointment as Managing Director of the Company. Smt. Shilpaben S. Acharya is also interested in this resolution as she is wife of Shri Sukhdevbhai R. Acharya.

Registered Office:

Block H, Plot 3 & 4,
New Kandla – 370 210
Kutch.

Date: 25th May, 2017

CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-

Sukhdev R. Acharya
(DIN:01318814)

Chairperson & Managing Director

INSTRUCTIONS FOR E-VOTING:

The instructions for members for voting electronically are as under:-

- (i) The Remote E-voting period begins on 27th September, 2017 (Wednesday) at 9.00 a.m. (IST) and ends on 29th September, 2017 (Friday) at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 29th September, 2017.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (which is printed/indicated on the address label/details) in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (for **PARKER AGROCHEM EXPORTS LIMITED**) on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.

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- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 23rd September, 2017 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xxiii) The Company has appointed Mr. Manoj Hurkat, a Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., 2nd October, 2017.
- (xxv) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website: www.parkeragrochem.com and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the Stock Exchanges where the equity shares of the Company are listed.

Details of Director/s Seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Mr. Sukhdevbhai R. Acharya(DIN:01318814)	Mrs. Shilpaben S. Acharya (DIN: 01947859)	Mr. Liladharbhai L. Thakkar(DIN: 01255039)	Mr. Pravinkumar M. Thakkar (DIN: 02769373)	Mr. Sankaraj S. Thakkar (DIN: 03075338)
Date of Birth	08/12/1943	19/08/1963	11/09/1956	14/03/1957	08/08/1960
Date of the first Appointment on the Board	30/08/1993	30/06/2009	15/03/2003	30/06/2009	10/05/2010
Qualification	Under Graduate	Graduate	FY B.com	6 th Standard	HSC
Expertise in Specific functional areas	Storage Tank/Warehouse & Commodities business & Finance	Administrative	Accounts & Finance	Administrative	Accounts & Finance
Directorships held in other Companies	- Shree Sainath Warehousing Private Limited - Parker Agrochem Products Private Limited - Vibrant Logistics Private Limited	- Shree Sainath Warehousing Private Limited - Parker Agrochem Products Private Limited - Vibrant Logistics Private Limited	Nil	Nil	Nil
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Subject to approval of members in the 24 th AGM will be re-appointed upto 31 st May, 2019 on same remuneration as are in force. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of ₹ 6 Lakh p.a. A gross remuneration of ₹ 24,00,000/- pa paid in FY 2016-17.	Subject to approval of members in the 24 th AGM will be re-appointed upto 31 st May, 2019 on same remuneration as are in force. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of ₹ 6 Lakh p.a. A gross remuneration of ₹ 21,00,000/- pa paid in FY 2016-17.	Re-appointment for 5 years	Re-appointment for 5 years	Re-appointment for 5 years
Number of Board Meetings attended during the year	During the year 2016-17, he has attended all four Board meetings.	During the year 2016-17, he has attended all four Board meetings.	During the year 2016-17, he has attended all four Board meetings.	During the year 2016-17, he has attended all four Board meetings.	During the year 2016-17, he has attended all four Board meetings.
Memberships/ Chairmanships of committees of Board of Directors of Company	Nil	Member in Stakeholders Relationship Committee	Member in Nomination & Remuneration Committee Audit Committee & Chairperson in Stakeholders Relationship Committee	Member in Nomination & Remuneration Committee, Audit Committee & Stakeholders Relationship Committee	Chairperson in Nomination & Remuneration Committee & Audit Committee
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he/she is director	Nil	Nil	Nil	Nil	Nil
Number of shares held in the Company	2591467	Nil	700	Nil	Nil
Disclosure of relationship between directors inter-se	None of the Directors are related inter-se except Mr. Sukhdev R. Acharya, Managing Director and Ms. Shilpaben S. Acharya, Whole Time Director being husband & wife.				