

**NOTICE**

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

|       |   |
|-------|---|
| Date  | : 29 <sup>th</sup> September, 2018  |
| Day   | : Saturday  |
| Time  | : 12.00 noon  |
| Place | : At the Registered Office:<br>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 2017-18 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 2017-18 comprising of Balance Sheet as on 31<sup>st</sup> March, 2018 and the Profit and Loss Statement for the Financial year ended on 31<sup>st</sup> March, 2018 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 appoint Auditors in place of M/s. Wadhawan & Co., Chartered Accountants and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:  
“**RESOLVED THAT** pursuant to provisions of Section 140 (4) read with Section 139 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and as per the Special Notice received from the member of the Company, M/s. Wadhawan Pandya & Co., Chartered Accountant, Ahmedabad (FRN: 112175W), be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting i.e. 25<sup>th</sup> AGM till the conclusion of the 30<sup>th</sup> AGM in place of M/s. Wadhawan & Co., Chartered Accountants, Ahmedabad, who have expressed their unwillingness to continue as Statutory Auditors of the Company.  
**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:  
**SUBSTITUTION OF CLAUSE (3) IN THE MAIN OBJECT CLAUSE (III)[A], CHANGE IN HEADING OF CLAUSE (III)[B] AND DELETION OF OTHER OBJECTS CLAUSE(III)[C] OF THE MEMORANDUM OF ASSOCIATION:**  
“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Rules framed there under, the approval of the Members, be and is hereby granted for amending the Object Clause of the Memorandum of Association of the Company by substitution of clause (3) in the Main objects (III) [A] of the Memorandum of Association of the Company and amending the heading of the Object Clause (III)[B] of the Memorandum of Association of Company and deletion of Other Objects Clause(III)[C] of the Memorandum of Association in the following manner:  
**A.** Substitution of Clause (3) in the Main objects (III) [A]:  
3. To carry on the business of storing and preserving all types of articles, commodities, goods by constructing, erecting, purchasing or otherwise acquiring and maintaining godowns, storehouses, storage tanks, cold storage and to design, develop, construct, operate, maintain and market bulk liquid storage tank and pipelines including support systems and other facilities to receive, store, handle, import and export liquid cargo and liquefied gases etc.  
**B.** The heading of Object Clause (III)(B) be substituted by the following:  
“**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE (III)[A].**”  
**C.** Deletion of other Objects Clause (III) [C]:  
The other Object Clause (III)[C] comprising of Clauses 1 to 43 be deleted.  
**ALSO RESOLVED THAT** the requisite forms, documents, papers and writing be filed with the prescribed authorities under Section 13 of the Companies Act, 2013 for registration and obtaining certificate with respect to such alteration.  
**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any one of the Directors of the Company, be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as he may deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Gujarat/portal of MCA.”
5. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:  
“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013

("the Act") 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), Mrs. Shantaben J. Acharya (DIN: 06878527), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised and directed to file necessary forms with the Ministry of Corporate Affairs/ Office of the Registrar of Companies, Gujarat, Ahmedabad and to do all such acts, deeds and things which are necessary for effective implementation of this resolution."

6. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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), Mr. Jagdish Raichandbhai Acharya (DIN: 01251240), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised and directed to file necessary forms with the Ministry of Corporate Affairs/ Office of the Registrar of Companies, Gujarat, Ahmedabad and to do all such acts, deeds and things which are necessary for effective implementation of this resolution."

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

**APPOINTMENT OF MR. JAGDISH ACHARYA AS MANAGING DIRECTOR OF THE COMPANY FOR 3 YEARS W.E.F. 31<sup>ST</sup> MARCH, 2018:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification and re-enactment thereof, for the time being in force) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Jagdish Raichandbhai Acharya (DIN: 01251240) as the Managing Director of the Company for a period of 3 years w.e.f. 31<sup>st</sup> March, 2018 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Jagdish R. Acharya in the best interests of the Company and as may be permissible at law, viz.:

#### TERMS AND CONDITIONS:

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Jagdish 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 not be liable to retire by rotation subject to provisions of the Act
- 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 Rs. 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 Rs. 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 of 2013.

**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."

8. 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(6)(e) of SEBI (LODR) Regulations, 2015 and in continuation of the resolutions passed at the General meetings for the appointment and payment of remuneration of Managing Director/s, Whole Time Director/s ("Executive Directors") under the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof], the Company do hereby accords its approval to the payment of remuneration in excess of 2.5% of the Net Profit (computed in a manner laid down in Section 198 of the Companies Act, 2013) to each of its Executive Directors and also payment of remuneration in excess of 5% of the Net Profit to all its Executive Directors for each of the financial years from 2018-19 and onwards, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act,

2013 and as approved by the members of the Company in General meeting at the time of approving their current tenure of appointment and remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions.”

9. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 185 [as substituted by Section 61 of the Companies (Amendment) Act, 2017] and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder and all other applicable provisions, if any for the time being in force and subject to all requisite approvals, sanction and permission as may be necessary in this regard, consent of the Company, be and is hereby accorded to the Board of Directors of the Company, to advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested within the scope of Explanation to Section 185(2) of the Companies Act, 2013 and as further disclosed in the Explanatory statement attached to the Notice in respect of this item of business, up to an overall maximum outstanding amount of Rs. 75 Crores only (Rupees Seventy Five Crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do and perform from time to time, all such acts, deeds, matters and things as may be necessary, expedient and desirable in respect of the above resolution and to finalise the other terms and conditions thereto and to take all such steps as may be necessary, desirable or expedite to give effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary and in addition to other resolutions passed in the past, consent of the Company, be and is hereby accorded to the contract entered into or to be entered into (expressed or implied) for sale/purchase or supply of any goods or materials with such parties as specified under section 2(76) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby given specifically for the following material related party transactions:

| Sr. No. | Name of Related Party          | Nature, Duration and particulars of the contract | Nature of Relationship  | Material terms of contract or arrangement  | Other terms  |
|---------|--------------------------------|--|---|--|--|
| 1.      | Parker Bullion Private Limited | Purchase & sale of Bullion from time to time     | Private Company in which MD and Director are Directors and Members. | Yearly limit not to exceed Rs. 50 Crores or 75% of turnover of the Company, whichever is higher. | In the Ordinary course of business on arm's length basis |

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

**Registered Office:**  
Block H, Plot 3 & 4,  
New Kandla – 370 210  
Kutch.  
**Date: 25<sup>th</sup> May, 2018**  
**CIN:L24110GJ1993PLC020102**

**By Order of the Board**  
  
sd/-  
**Jagdish R. Acharya**  
(DIN:01251240)  
**Chairperson & Managing Director**

**NOTES:**

- 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.**
- 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.**
- 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 22<sup>nd</sup> September, 2018 to Saturday, the 29<sup>th</sup> September, 2018 (both days inclusive).
- 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.
- 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.

5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre,  
Nr. St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad - 380006.

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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 25<sup>th</sup> 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.
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 25<sup>th</sup> 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. 3:

M/s. Wadhawan & Co., Chartered Accountants, the existing auditors of the Company were appointed as Statutory Auditors of the Company at the 21<sup>st</sup> AGM for holding the office from the conclusion of that 21<sup>st</sup> AGM till the conclusion of the 26<sup>th</sup> AGM (Subject to ratification by the members at every subsequent Annual General Meetings).

However, M/s. Wadhawan & Co., has shown their unwillingness to continue as Statutory Auditors of the Company for the financial year 2018-19 and tendered their resignation.

The Company has received a Special Notice u/s 140 (4) of the Companies Act, 2013 from a member of the Company for appointing M/s. Wadhawan Pandya & Co., Chartered Accountant, Ahmedabad as Statutory Auditor of the Company. Moreover, M/s. Wadhawan Pandya & Co., Chartered Accountant, Ahmedabad has given their consent to act as Statutory Auditor of the Company and also provided declaration that their appointment, if made shall be within the limit prescribed.

The Company needs to appoint the Statutory Auditor for a term of five years as per the applicable provisions of the Companies Act, 2013.

This statement shall be considered as circulation of Special Notice as received by the Company from a member for appointment of Statutory Auditors of the Company in place of existing Auditors.

Documents relating to this Agenda item are open for inspection at the Registered Office of the Company by members during normal business hours on all working days till the conclusion of Annual General Meeting.

None of the Directors, KMP or their relatives are in any way concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out on Item No. 3 of Notice for approval by members.

### ITEM NO. 4:

#### **SUBSTITUTION OF CLAUSE (3) IN THE MAIN OBJECT CLAUSE (III)[A], CHANGE IN HEADING OF CLAUSE (III)[B] AND DELETION OF OTHER OBJECTS CLAUSE(III)[C] OF THE MEMORANDUM OF ASSOCIATION:**

As you are aware, your Company was involved in the business of trading in commodities including silver, Castor oil, agriculture commodities etc. Subsequently, the Company decided to close down the businesses of dealing in currencies etc. However, the Company continues to carry on the business of trading in commodities including gold and silver, agriculture commodities etc.

The Company has developed petroleum and edible oil storage tanks with connecting pipelines with Port/ Jetty for directly loading & unloading ship. Later on, with a view to generate steady income flow, these storage tanks have been rented and due to volatility in income from other sources, in some of the years, the rental income shares a major portion of the Company's total income. Hence, the Board of Directors at their meeting held on 25<sup>th</sup> May, 2018 decided to insert specific clause in Main Objects of the Memorandum of Association of the Company in this regard as set out in resolution.

Further the existing Objects clause III of the Memorandum of Association of the Company is divided into (A) Main Objects; (B) Objects incidental or ancillary to attain main objects and (C) Other objects. However, w.e.f. 1<sup>st</sup> April, 2014, Section 4 of the Companies Act, 2013 has been brought into effect whereby it has been provided that the object clause of the Company shall comprise of two clause viz. (a) the Objects to be pursued by the company on its incorporation and (b) Matters which are necessary for furtherance of the objects specified in clause 3(a).

Hence, there is need to alter the object clause of Memorandum of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013, therefore the headings of Clause III(A) and III (B) are proposed to be changed and Clause III (C) Other Objects is proposed to be deleted.

**A.** The heading of Object Clause (III)(B) be substituted by the following:

**“B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE (III)[A].”**

The Company further decided that as per applicable provisions of the Companies Act, 2013 the Company is no longer required to include sub-clause I of clause (III), namely other objects, in its Memorandum of Association.

**B.** Deletion of other Objects Clause (III) [C]:

The other Object Clause (III)[C] comprising of Clauses 1 to 43 be deleted.

As per the clause (a) of sub-section (6) of section 13 of Companies Act, 2013, the Company needs to get approval of members of the Company through special resolution in the General Meeting to alter the main object clause of the Memorandum of Association.

A copy of the existing Memorandum of Association and the proposed alteration in the Main Objects Clause would be available for inspection at the registered office of the Company on all working days during normal working hours of the Company.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the aforesaid Resolution for the approval by the Members by way of Special Resolution.

**ITEM NO. 5:**

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mrs. Shantaben J. Acharya (DIN: 06878527) as the Director of the Company.

Mrs. Shantaben J. Acharya, aged 67 years completed her primary education. She has a rich experience of more than 30 years in the family business with respect to general administration, HR and CSR matters. She is also commercially sound person.

Based on recommendation of Nomination and Remuneration Committee, Mrs. Shantaben J. Acharya was appointed as an Additional Director of the Company w.e.f. 31<sup>st</sup> March, 2018 to broad base the structure of Board of Directors of the Company. The Company has received from Mrs. Shantaben J. Acharya, the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act

The Directors recommend this resolution to be passed as an Ordinary Resolution.

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. Shantaben J. Acharya is interested in this resolution since it relates to her appointment as Director of the Company. Mr. Sukhdevbhai R. Acharya, Managing Director and Mr. Jagdish R. Acharya, Chairperson and Managing Director of the Company are also interested in this Resolution as she is brother's wife of Mr. Sukhdevbhai R. Acharya and wife of Mr. Jagdish 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.

**ITEM NO. 6 & 7:**

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Jagdish R. Acharya was appointed as an Additional Director on the Board of the Company with effect from 31<sup>st</sup> March, 2018 to hold office upto the date of the ensuing 25<sup>th</sup> Annual General Meeting of the Company. He was also appointed as the Managing Director of the Company with effect from 31<sup>st</sup> March, 2018, subject to the approval of the Members.

Mr. Jagdish R. Acharya, aged 69 years is B.Sc. He has a rich experience of 37 years, in various businesses of more than four decades. He has got business acumen with respect to all functional areas of the Company. He is also commercially sound person.

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Jagdish R. Acharya as the Director of the Company.

The Company has received from Mr. Jagdish R. Acharya, the following documents:

- (i) Consent in writing to act as Director and Managing Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act

The Directors recommend this resolution for approval of members.

It may please be noted that since Mr. Jagdish R. Acharya is of 69 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. The Board commends for the approval by the members for the appointment of Managing Director and payment of remuneration to him.

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. Jagdish R. Acharya is interested in this resolution since it relates to his appointment as Director and Managing Director of the Company. Mr. Sukhdevbhai R. Acharya and Mrs. Shantaben J. Acharya are also interested in this Resolution being relative of Mr. Jagdish 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.

**ITEM NO. 8:**

As per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 dated 9<sup>th</sup> May, 2018, upon insertion of Regulation 17 (6) (e) in SEBI LODR (Amendment) Regulations, 2018, the Company cannot pay remuneration exceeding 2.5% of the net profit or Rs. 5 Crores whichever is more to each the

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managerial personnel. Moreover, the total remuneration payable to all Executive Directors shall not exceed 5% of the net profit of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

Hence, it is necessary for the Company to pass the Special resolution for payment of remuneration to all Executive Directors above the limits prescribed in the said Regulation inserted by the said SEBI Circular dated 9<sup>th</sup> May, 2018.

The Board recommends the adoption of the Special Resolution contained in Item no. 8 of the notice. Mr. Jagdish R. Acharya, Mr. Sukhdev R. Acharya and Mrs. Shantaben J. Acharya are deemed to be concerned or interested in the said resolution to the extent of remuneration which may be drawn by the Executive Directors of the Company. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 8 of the notice convening the 25<sup>th</sup> Annual General Meeting.

The Board recommends the adoption of the Special Resolution contained in Item no. 8 of the notice to enable the payment of remuneration which may be in excess of the said SEBI LODR Regulation, but which is otherwise permissible under Schedule V of the Companies Act, 2013.

### ITEM NO. 9:

Section 185 of the Companies Act, 2013 has been substituted by virtue of Section 61 of the Companies (Amendment) Act, 2017. This has been brought into effect from 7<sup>th</sup> May, 2018.

The substituted Section 185 of the Act, provides that a Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that—

- (a) a special resolution is passed by the Company in general meeting:

Provided that the explanatory statement to the notice for the relevant general meeting shall disclose the full particulars of the loans given, or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security and any other relevant fact; and

- (b) the loans are utilized by the borrowing company for its principal business activities.

The explanation to Section 185(2) provides that the person in whom director is interest shall include the following:

- (a) any private Company of which any such director is a Director or Member;
- (b) any body corporate at a general meeting of which not less than twenty-five per cent of the total voting power may be exercised or controlled by any such director or by two or more such directors, together; or
- (c) any body corporate, the Board of Directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

Your Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by following persons/entity in whom any of the Director/s of the Company is/are interested as follows:

| Sr. No. | Name of person/ Entity             | Full Particulars of Loan/Guarantee given or security provided   | Purpose of utilization by the recipient  | Name of the Directors interested                  | Relation                           |
|---------|------------------------------------|---|--|---|------------------------------------|
| 1.      | Parker Bullion Private Limited     | Loan payable on demand or term not exceeding 10 years with interest not less than current yield of government security of nearest tenure. Guarantee/security to secure loan availed from Bank/Institution/Lender in the ordinary course of business<br>Other terms of Loan/Guarantee/Security as may be mutually agreed upon with the said entity/person.<br>Overall outstanding amount of Loan/Guarantee/ Security not to exceed Rs. 25 Crores.  | General Corporate purpose including working capital requirements and capital expenditure | Mr. Jagdish R. Acharya                            | Director and Member of the Company |
| 2.      | Acharya Securities Private Limited | Loan payable on demand or term not exceeding 10 years with interest not less than current yield of government security of nearest tenure. Guarantee/security to secure loan availed from Bank/Institution/Lender in the ordinary course of business<br>Other terms of Loan/Guarantee/Security as may be mutually agreed upon with the said entity/ person.<br>Overall outstanding amount of Loan/Guarantee/ Security not to exceed Rs. 25 Crores. | General Corporate purpose including working capital requirements and capital expenditure | Mr. Jagdish R. Acharya And Mrs. Shanta J. Acharya | Members of the Company             |
| 3.      | Raysons Residency Private Limited  | Loan payable on demand or term not exceeding 10 years with interest not less than current yield of government security of nearest tenure. Guarantee/security to secure loan availed from Bank/Institution/Lender in the ordinary course of business<br>Other terms of Loan/Guarantee/Security as may be mutually agreed upon with the said entity/person.<br>Overall outstanding amount of Loan/Guarantee/ Security not to exceed Rs. 25 Crores.  | General Corporate purpose including working capital requirements and capital expenditure | Mr. Jagdish R. Acharya                            | Member of the Company              |

## PARKER AGROCHEM EXPORTS LTD.

The Company shall obtain an undertaking from the borrowing entity that the loan shall be used for the principle business activities. The Company shall also ensure that it shall comply with all other conditions and requirements of all applicable provisions in this regard.

Therefore, it is found prudent for the members to pass a special resolution as required by Clause (a) of substituted Section 185 (2) of the Companies Act, 2013.

The Directors therefore recommend this resolution to be passed as a Special Resolution.

Mr. Jagdish R. Acharya and Mrs. Shantaben J. Acharya are interested in this resolution. Mr. Sukhdevbhai R. Acharya is also interested in this resolution being relative of Mr. Jagdish R. Acharya and Mrs. Shantaben J. Acharya.

None of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of the disclosure already made in this explanatory statement and their respective shareholding in the Company.

### ITEM NO. 10:

As per the first proviso to section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board & its Powers) Rules, 2014, no contract or arrangement in the case of a Company having paid-up share capital of not less than such amount or transaction exceeding:

- 10% of turnover or Rs. 100 Cr whichever is lower, in case of Sale/purchase goods
- 10% net worth or Rs. 100 Cr whichever is lower, in case of Sell/purchase property
- 10% of net worth or turnover or Rs. 100 Cr whichever is lower, in case of Leasing of property
- 10% of Turnover or Rs. 50 Cr whichever is lower, in case of Avail/render services
- Rs. 2.5 lakhs per month, in case of Remuneration of any person holding office or place of profit
- 1% of net worth, in case of Remuneration of underwriters

Shall be entered into except with the prior approval of the Company by an Ordinary Resolution.

The particulars of the transactions pursuant to Para 3 of Explanation (1) of Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 are as under:

| Sr. No. | Name of Related Party          | Nature, Duration and particulars of the contract | Nature of Relationship  | Material terms of contract or arrangement  | Other terms  |
|---------|--------------------------------|--|---|--|--|
| 1.      | Parker Bullion Private Limited | Purchase & sale of Bullion from time to time     | Private Company in which MD and Director are Directors and Members. | Yearly limit not to exceed Rs. 50 Crores or 75% of turnover of the Company, whichever is higher. | In the Ordinary course of business on arm's length basis |

It would be in the interest of the Company to enter into such related party transactions.

The approval of the members sought by this resolution would be in addition to the approval of the members sought in the past with respect to other related party transactions.

The above related party transaction was approved by the Audit Committee and the Board of Directors in their respective meetings held on 25<sup>th</sup> May, 2018.

Mr. Jagdish R. Acharya and Mrs. Shantaben J. Acharya, Directors of the Company are interested in this resolution as this resolution pertains to approval of the contract entered into or to be entered into (expressed or implied) for sale/purchase of any goods or materials with Parker Bullion Private Limited in which they are Directors and Members and Mr. Sukhdevbhai R. Acharya, Managing Director is also interested being relative of these directors.

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

Therefore, Board of Directors recommends this resolution to be passed as an Ordinary Resolution.

### Registered Office:

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

Date: 25<sup>th</sup> May, 2018

CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-

Jagdish R. Acharya  
(DIN:01251240)

Chairperson & Managing Director

## ANNUAL REPORT 2017-2018

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  | 2013-14   | 2014-15    | 2015-16   | 2016-17   | 2017-18  |
|     | Turnover   | 1997585995  | 2659280002 | 972816112 | 101782092 | 53899105 |
|     | Net profit/ (loss) as per Statement of Profit & Loss   | 3057031   | 4250271    | 1620069   | 746054    | 457308   |
|     | Amount of Dividend paid  | -   | -          | -         | -         | -        |
|     | Rate of Dividend declared  | -   | -          | -         | -         | -        |
|     | Earnings before taxes  | 4218089   | 4654741    | 2062565   | 1090278   | (48834)  |
|     | % of EBT to turnover   | 0.2112  | 0.1750     | 0.2120    | 1.0712    | (0.0906) |
| (5) | Foreign investments or collaborations,if any.  | NIL   |            |           |           |          |
| II. | Information about the appointee 1:   |   |            |           |           |          |
| (1) | Background details   | Name: Shri Jagdish R. Acharya<br>Designation: Chairperson Cum Managing Director<br>Father's name: Shri Raychandbhai S. Acharya<br>Nationality: Indian<br>Date of Birth: 14/02/1949<br>Qualifications: B.Sc<br>Experience: 69 Years  |            |           |           |          |
| (2) | Past remuneration  | He is appointed as an Additional Director and Managing Director w.e.f. 31 <sup>st</sup> March, 2018. Hence, there are no past remuneration paid to him by the Company.  |            |           |           |          |
| (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 Rs. 24,00,000/- per annum. 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 Rs. 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.   | Mr. Jagdish R. Acharya is brother of Mr. Sukhdevbhai R. Acharya, Managing Director and husband of Mrs. Shantaben J. Acharya, Additional 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:**

**Shri Jagdish R. Acharya**

The remuneration package of Shri Jagdish 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 II 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. It may please be noted that since Mr. Jagdish R. Acharya is of 69 years age, continuation of his employment as Managing Director requires the approval of members by way of a Special Resolution.

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

Mr. Jagdish R. Acharya is interested in this resolution since it relates to his reappointment as Managing Director of the Company. Mr. Sukhdevbhai R. Acharya and Mrs. Shantaben J. Acharya are also interested in this Resolution being relative of Mr. Jagdish R. Acharya.

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

| Particulars  | Mr. Sukhdevbhai R. Acharya   | Mr. Jagdish R. Acharya   | Mrs. Shantaben J. Acharya  |
|--|--|--|--|
| Date of Birth  | 08/12/1943   | 14/02/1949   | 04/11/1951   |
| Date of the first Appointment on the Board   | 30/08/1993   | 31/03/2018   | 31/03/2018   |
| Qualification  | Under Graduate   | B. Sc  | Primary Education  |
| Expertise in Specific functional areas   | Storage Tank/ Warehouse & Commodities business & Finance   | Finance, accounts, commodities and other business  | General administration, HR and CSR matters   |
| Directorships held in other Companies  | - Shree Sainath Warehousing Private Limited<br>- Parker Agrochem Products Private Limited<br>- Vibrant Logistics Private Limited   | - Parker Bullion Private Limited<br>- Associated Foreshore Pipe Lines Private Limited<br>- Jai Jalaram Salt Crushing And Warehousing Private Limited   | - Shiv Sankalp Estate Developers Private Limited<br>- Raysons Residency Private Limited                  |
| 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 | He is not drawing any remuneration.  | Subject to approval of members in the 25 <sup>th</sup> AGM will be appointed for a period of 3 years w.e.f. 31 <sup>st</sup> March, 2018 at a Salary of Rs. 2,00,000/- pm 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. 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 Rs. 6 Lakh p.a. | Subject to approval of members in the 25 <sup>th</sup> AGM will be appointed as Director of the Company. |
| Number of Board Meetings attended during the year  | Five   | One  | One  |
| Memberships/ Chairmanships of committees of Board of Directors of Company  | Nil  | Nil  | Member in Stakeholders Relationship Committee  |
| Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director  | Nil  | - Chairman of CSR committee<br>- Parker Bullion Private Limited  | Nil  |
| Number of shares held in the Company   | Nil  | 2591467  | Nil  |
| Disclosure of relationship between directors inter-se  | Mr. Jagdish R. Acharya is brother of Mr. Sukhdevbhai R. Acharya, Managing Director and husband of Mrs. Shantaben J. Acharya, Additional Director of the Company, except this none of the Directors are related inter-se. |  |  |

**Registered Office:**

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

**Date: 25<sup>th</sup> May, 2018**

**CIN:L24110GJ1993PLC020102**

**By Order of the Board**

sd/-

**Jagdish R. Acharya**  
(DIN:01251240)

**Chairperson & Managing Director**

## ANNUAL REPORT 2017-2018

### INSTRUCTIONS FOR E-VOTING:

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

- (i) The Remote E-voting period begins on 26<sup>th</sup> September, 2018 (Wednesday) at 9.00 a.m. (IST) and ends on 28<sup>th</sup> September, 2018 (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 22<sup>nd</sup> September, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 28<sup>th</sup> September, 2018.
- (ii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://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](http://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)<br><br>- 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.<br><br>- 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.
- (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](http://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](mailto: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](mailto: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. 22<sup>nd</sup> September, 2018 may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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., 1<sup>st</sup> October, 2018.
- (xxv) The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website: [www.parkeragrochem.com](http://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.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                            |   |
|----------------------------|---|
| <b>CIN</b>                 | L24110GJ1993PLC020102                             |
| <b>Name of the Company</b> | PARKER AGROCHEM EXPORTS LIMITED                   |
| <b>Registered office</b>   | Block H, Plot 3 & 4, New Kandla – 370 210, Kutch. |

|                               |  |
|-------------------------------|--|
| <b>Name of the member (s)</b> |  |
| <b>Registered address</b>     |  |
| <b>E-mail Id</b>              |  |
| <b>Folio No/ Client Id</b>    |  |
| <b>DP ID</b>                  |  |

I/We, being the member (s) of Parker Agrochem Exports Limited, holding \_\_\_\_\_ shares of the above named Company, hereby appoint

|                  |  |
|------------------|--|
| <b>1. Name</b>   |  |
| <b>Address</b>   |  |
| <b>E-mail Id</b> |  |
| <b>Signature</b> |  |

Or Failing him,

|                  |  |
|------------------|--|
| <b>2. Name</b>   |  |
| <b>Address</b>   |  |
| <b>E-mail Id</b> |  |
| <b>Signature</b> |  |

Or Failing him,

|                  |  |
|------------------|--|
| <b>3. Name</b>   |  |
| <b>Address</b>   |  |
| <b>E-mail Id</b> |  |
| <b>Signature</b> |  |



## ANNUAL REPORT 2017-2018

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday the 29<sup>th</sup> day of September, 2018 At 12.00 Noon at Block H, Plot 3 & 4, New Kandla – 370 210 (Kutch).and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.           | Resolution  |
|--------------------------|---|
| <b>Ordinary Business</b> |   |
| 1                        | Receive and adopt audited financial statements of the Company for the financial year 2017-18  |
| 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.                      |
| 3                        | Appoint Auditors in place of M/s. Wadhawan & Co., Chartered Accountants   |
| <b>Special Business</b>  |   |
| 4                        | Substitution of Clause (3) in the Main Object Clause (iii)[A], Change In Heading Of Clause (iii)[B] And Deletion Of Other Objects Clause(iii)[C] Of The Memorandum Of Association |
| 5                        | Appointment of Mrs. Shantaben J. Acharya (DIN: 06878527) as Director of the Company   |
| 6                        | Appointment of Mr. Jagdish Acharya as Director of the Company   |
| 7                        | Appointment of Mr. Jagdish Acharya as Managing Director of the Company for 3 Years w.e.f. 31 <sup>st</sup> March, 2018  |
| 8                        | Approval for remuneration as per Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015   |
| 9                        | Approval for Loan, Guarantee and security under section 185 of the Companies Act, 2013  |
| 10                       | Approval of related party transaction with Parker Bullion Private Limited   |

Signed this..... day of..... 2018

Affix  
Revenue  
Stamp

Signature of shareholder:

Signature of Proxy holder(s):

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The holder may vote either for or against each resolution.



**PARKER AGROCHEM EXPORTS LIMITED**

(CIN: L24110GJ1993PLC020102)

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

| DP ID | Client ID | Folio No. | No. of shares held |
|-------|-----------|-----------|--------------------|
|       |           |           |                    |

**ATTENDANCE SLIP**

25<sup>th</sup> Annual General Meeting

at Regd. Office : Block H, Plot 3 & 4, New Kandla – 370 210, Kutch

Name of the attending Member/Proxy (In block letters) :

I hereby record my presence at the Annual General Meeting held at 12.00 Noon on 29<sup>th</sup> September, 2018.

\_\_\_\_\_  
Member's / Proxy's Signature

Notes :

1. Please bring this attendance slip to the meeting and handover at the entrance duly filled in.
2. Members are requested to bring copy of Annual Report with them.

**Route Map for AGM Venue**

