

NOTICE

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

Date	: 30 th September, 2016
Day	: Friday
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:

- To receive and adopt Audited Balance Sheet as on 31st March, 2016 and the Profit and Loss Statement for the year ended on that date together with all annexure and attachment thereto including the Auditor's report and the Directors' Report thereon and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Balance Sheet as on 31st March, 2016 and the Profit and Loss Statement for the Financial year ended on 31st March, 2016 together with all annexure and attachment thereto including the Directors' Report and Auditors' Report of the Company for the Financial year 2015-16 which have already been circulated to the Members and as laid before this meeting, be and the same are hereby approved and adopted."

- To appoint a Director in place of Mrs. Shilpaben S. Acharya (DIN: 01947859), who retires by rotation and being eligible, offers herself for re appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

"RESOLVED THAT the retiring Director, Mrs. Shilpaben S. Acharya (DIN: 01947859), be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

- 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:

- 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 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 of goods or availing/providing any services to/from 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	Amount	Other terms
1.	Parker Agrochem Products Pvt. Ltd.	Taking Storage Tanks (upto 23243 MT approx.) on Hire basis for a period of 5 years from 01/10/2016 to 30/09/2021	Private Company in which MD & WTD are Directors & Members.	Extra Charges: Terminalling charges are for storing edible oil for certain number of times every month in tanks. PAPPL may charge some top up charges, if there is any top up during the month.	Terminalling Charges: (Upto ₹ 200 Per Metric Tonne, Per Month + Service Tax & Other Taxes & charges applicable, if any) (Terminalling charges may vary upto 25% depending upon market conditions)	Overall contract value: Upto ₹ 12 Crores p.a.

RESOLVED FURTHER THAT the members of the Company do hereby ratify and confirm all the acts, deeds, matters and things of any one of the Directors/KMP of the Company with respect to the related party transactions entered/to be entered into by the Company with any of the related parties.

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: 25th May, 2016

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.**
- 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 24th September, 2016 to Friday, the 30th September, 2016 (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.
Unit No. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, B/h Shoppers Plaza II, Off. C. G. Road, Navrangpura, Ahmedabad – 380 009.
- 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.
- Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
- The Notice of the 23rd 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.
- 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 23rd 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.
- Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchange 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:

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 ₹ 100 Cr whichever is lower, in case of Sale/purchase goods
- 10% net worth or ₹ 100 Cr whichever is lower, in case of Sell/purchase property

- 10% of net worth or turnover or ₹ 100 Cr whichever is lower, in case of Leasing of property
- 10% of Turnover or ₹ 50 Cr whichever is lower, in case of Avail/render services
- ₹ 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	Amount	Other terms
1.	Parker Agrochem Products Pvt. Ltd.	Taking Storage Tanks (upto 23243 MT approx.) on Hire basis for a period of 5 years from 01/10/2016 to 30/09/2021	Private Company in which MD & WTD are Directors & Members.	Extra Charges: Terminalling charges are for storing edible oil for certain number of times every month in tanks. PAPPL may charge some top up charges, if there is any top up during the month.	Terminalling Charges: (Upto ₹ 200 Per Metric Tonne, Per Month + Service Tax & Other Taxes & charges applicable, if any) (Terminalling charges may vary upto 25% depending upon market conditions)	Overall contract value: Upto ₹ 12 Crores p.a.

In the past, the Hon'ble Regional Director had given approval under section 297 (1) of the Companies Act, 1956 to the Company, vide their Letter No. RD(NWR)/Sec.297/295/2013/869 dated 13th May, 2013 for taking storage tank on hire @ ₹ 225/- per metric tonne p.m. plus service tax & other taxes applicable from M/s. Parker Agrochem Products Private Limited, a Private Company in which the Directors of our Company are interested for an estimated value not exceeding Rs. 5 Crores p. a. for the period from 1st April, 2013 to 31st March, 2016.

Recently, Parker Agrochem Products Private Limited has enhanced its storage tank capacity from 12243 MT to 23243 MT approx. Moreover, the approval granted by the Regional Director was operative upto 31st March, 2016. In the interest of the Company and for the sake of convenience, the Company continued with the aforesaid contract by signing letter of extension for the enhanced capacity within the same rate for the period from 1st April, 2016 to 30th September, 2016. The members are requested to approve the continuation of the aforesaid contract with the Related party in the interest of the Company.

In line with this, pursuant to approval of Audit Committee and the Board of Directors given in their respective meetings held 25th May, 2016, the Company entered into an understanding, for taking the storage tank on hire for the period of five years from 1st October, 2016 to 30th September, 2021 with the Parker Agrochem Products Private Limited on the revised terms to be effective from 1st October, 2016 for the entire enhanced tank capacity.

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

Mr. Sukhdevbhai R. Acharya and Mrs. Shilpaben S. Acharya, Directors of the Company are concerned or 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 or availing of any services from Parker Agrochem Products Private Limited, Company in which they are Directors and also shareholders.

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.

Pursuant to second proviso of Section 188 of the Companies Act, 2013, no member of the Company shall vote on such resolution, related to approval of any contract or arrangement which may be entered into by the company, if such member is a related party.

All documents connected with this resolution are available for inspection by the members at the Registered Office of the Company during normal business hours of the Company on any working day.

The 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: 25th May, 2016

CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-

Sukhdev R. Acharya

(DIN:01318814)

Chairperson & Managing Director

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

Particulars	Mrs. Shilpaben S. Acharya (DIN: 01947859)
Date of Birth	19/08/1963
Date of Appointment	30/06/2009
Qualification	Graduate
Expertise in Specific functional areas	Administrative
Directorships held in other companies	- Shree Sainath Warehousing Private Limited - Parker Agrochem Products Private Limited - Vibrant Logistics Private Limited
Memberships/Chairpersonships of committees of Board	Member in Shareholders/Investors' Grievances Committee
Number of shares held in the Company	8,14,263
Disclosure of relationship between directors inter-se	None of the Directors are related inter-se except Mr. Sukhdev R. Acharya, Managing Director and Mrs. Shilpaben S. Acharya, Whole Time Director being husband & wife.

INSTRUCTIONS FOR E-VOTING:

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

- (i) The Remote E-voting period begins on 27th September, 2016 (Tuesday) at 9.00 a.m. (IST) and ends on 29th September, 2016 (Thursday) 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 (record date) of 23rd September, 2016 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, 2016.
- (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 on Postal Ballot/ Attendance Slip indicated 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.
- (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 android based mobiles. The m-Voting app can be downloaded from Google Play Store. 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, 2016 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 e-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., 1st October, 2016.
- (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.