

**NOTICE OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of BHASKAR AGROCHEMICALS LIMITED will be held on Saturday 24th September, 2016 at 11.30 A.M at Hotel Daspalla, Road No.37, Jubilee Hills, Hyderabad 500 033 to transact the following business.

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Naga Uma Maheswara Prasad Aluri, [DIN: 02970817] who retires by rotation and, being eligible, offers himself for re-appointment.
3. Appointment of Auditor  
To consider and if though fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. R. Kankaria & Uttam Singhi., Chartered Accountants (Firm Registration No. 000442S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in the year 2017 on such remuneration as may be determined by the Board of Directors.”

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**  
“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. S V Satyanarayana Chowdary (DIN: 07522128), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 21st May, 2016 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of



whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years upto 31st March, 2021.”

5. To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C Sudhakar (DIN: 07522130), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 21st May, 2016 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years upto 31st March, 2021.”

BY ORDER OF THE BOARD  
**BHASKAR AGROCHEMICALS LIMITED**

**P. PATTABHI RAMA RAO**

MANAGING DIRECTOR

DIN : 00353641

Place: Hyderabad

Date: 30.05.2016

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) in number 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 cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the

- commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A Blank Proxy Form is annexed hereto.
2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
  3. Members desiring any information with regard to Accounts / Reports are requested to write to the Company at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
  4. A statement giving the details of the Director seeking reappointment under Item No. 2 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, is annexed hereto.
  5. The Register of Members and Share Transfer Books of the Company will remain closed from September 16, 2016 to September 24, 2016 (both days inclusive).
  6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent / Company.
  7. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes and have given positive consent to receive the Annual Report in electronic form, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 are being sent in the permitted mode.
  8. Electronic copy of the Notice of the 28<sup>th</sup> AGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 28<sup>th</sup> AGM of the Company *inter alia* indicating the



process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item Nos. 4 and 5 of the accompanying Notice are annexed hereto.

10. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Regulations, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 28<sup>th</sup> AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 28<sup>th</sup> AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Shri Ajay Kishen, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

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

(I) The voting period begins on Wednesday, September 21, 2016 at 10.00 a.m and ends on Friday, September 23, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 17, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(II) Members holding shares in physical or in demat form as on September 17, 2016, shall only be eligible for e-voting.

(III) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(IV) Click on Shareholders.

(V) 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 the Company.

(VI) Next enter the Image Verification as displayed and Click on Login.

(VII) 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.

(VIII) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folionumber in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

(IX) After entering these details appropriately, click on "SUBMIT" tab.

(X) Members holding shares in physical form will then directly reach 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 newpassword 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.

(XI) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(XII) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(XIII) 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.



## **BHASKAR AGROCHEMICALS LIMITED**

- (XIV) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (XV) 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.
- (XVI) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (XVII) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (XVIII) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 Corporates.
  - 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 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) 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).

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Naga Uma Maheswara Prasad Aluri	S V Satyanarayana Chowdary	C Sudhakar
DIN	02990335	07522128	07522130
Date of Birth	13/08/1947	03/02/1962	04/01/1960
Date of first appointment on the Board	19/04/2010	21/05/2016	21/05/2016
Qualifications	MBBS	LLB	B Com
Expertise	More than 3 decades of experience in Medical Field.	More than 2 decades of experience in in Civil, Criminal, Revenue, Arbitration, Company Law , Banking and Taxation.	More than 15 years of Rich experience in real estate and construction business.
Number of Meetings of the Board attended during the year	7	Nil	Nil
List of Directorship / Membership / Chairmanship of Committees of other Board	Nil	Nil	Nil
Shareholding in Bhaskar Agro Chemicals Limited	Nil	Nil	Nil
Relationship between directors inter-se	Nil	Nil	Nil
Terms and Conditions of appointment	As per Remuneration and Nomination Policy of the Company	As per Remuneration and Nomination Policy of the Company	As per Remuneration and Nomination Policy of the Company

ANNEXURE TO THE NOTICE OF THE ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**Item No 4 and 5**

Mr. S V Satyanarayana Chowdary and Mr. C Sudhakar were appointed as Additional Director in the category of non-executive Independent Director of the Company under Section 161 (1) of the Companies Act, 2013 w.e.f. 21<sup>st</sup> May, 2016 hold office upto the date of this Annual General Meeting and are eligible for appointment as Director.



## **BHASKAR AGROCHEMICALS LIMITED**

The Company has received notice under Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1 lakh signifying his intention to propose the candidature of Mr. S V Satyanarayana Chowdary and Mr. C Sudhakar for the office of Independent Director of the Company.

The Company has received declaration from Mr. S V Satyanarayana Chowdary and Mr. C Sudhakar that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement with the Stock Exchanges. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the said Act.

The Board of Directors are of the opinion that Mr. S V Satyanarayana Chowdary and Mr. C Sudhakar, possesses relevant expertise and experience and are eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges and that they are independent of the management of the Company. The Board considers that their association as Directors will be beneficial and in the best interest of the Company.

The Board of Directors recommend the ordinary resolution for your approval.

Mr. S V Satyanarayana Chowdary and Mr. C Sudhakar are not related to any of the Directors or Key Managerial Personnel (including relatives of the Directors and Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. S V Satyanarayana Chowdary and Mr. C Sudhakar, is concerned or interested, financially or otherwise, in this resolution.

BY ORDER OF THE BOARD  
**BHASKAR AGROCHEMICALS LIMITED**

**P. PATTABHI RAMA RAO**  
MANAGING DIRECTOR  
DIN : 00353641

Place: Hyderabad

Date: 30.05.2016