

GHARDA CHEMICALS LIMITED

Regd. Office: 48 Hill Road, Bandra (W), Mumbai – 400 050.
CIN: U24110MH1967PLC013688

NOTICE

NOTICE is hereby given that the 51st Annual General Meeting of the Members of the Gharda Chemicals Limited will be held on Friday 22nd day of September 2017 at 11.30 a.m. at the registered office of the Company at Gharda House, 48, Hill Road, Bandra (W), Mumbai – 400050, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt:
 - a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, and the report of the Auditors thereon.
2. To confirm the payment of the Interim Dividend for the year 2016-2017 and to declare a Final Dividend for the year ended 31st March, 2017.
3. To appoint a Director in place of Mr.D.T.Desai (DIN: 00049574), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (Registration No.: 101961W/W-100036) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No.: 117366W/W-100018), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 56th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting, at such remuneration plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS

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

Appointment of Dr.Percy R Kavasmaneck as Dy.Managing Director & CEO of the Company.

“RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, including any statutory modifications, re-enactment thereof for the time being in force and subject to the approval of the Central Government, if required, the Company hereby approves the appointment of Dr.Percy R Kavasmaneck (DIN: 07778047) as Whole Time Director designated as Dy.Managing Director and CEO of the Company for a period of 3 years with effect from 1st May, 2017, on the terms and conditions as set out in the agreement dated 16th May, 2017 between the Company and Dr.Percy R Kavasmaneck, with liberty to Board of Directors to revise or alter the same, from time to time, subject to the maximum limits prescribed in Schedule V including any statutory modification or re-enactment thereof for the time being in force, as may be decided by the Board.”

6. To consider and, if thought fit, to pass with or modification(s) the following resolution as an Ordinary Resolution:

Appointment of Dr.S.Sivaram as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr.S.Sivaram (DIN:00009900), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 6th May, 2017 and whose office shall not be liable to retire by rotation.”

7. To consider and, if thought fit, to pass with or modification(s) the following resolution as an Ordinary Resolution:

Remuneration to Cost Auditors:

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s GMVP & Associates LLP, Cost Accountants, appointed as Cost Auditors by the Board of Directors of the company, to conduct the audit of the cost accounting records of the company for the Financial Year ending 31st March, 2018, be paid a remuneration of Rs. 3,80,000/- (Rupees Three Lacs Eighty Thousand Only) excluding service tax and out of pocket expenses.

RESOLVED FURTHER THAT the Directors of the company and/or the Company Secretary, be and are hereby severally authorised to do all such acts and take all such steps as may be necessary to give effect to this resolution.

By Order of the Board of Directors

SD/-

Michael Raj
Company Secretary.

Place: Mumbai
Date: 19th August, 2017.

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed need not be a member of the Company. The proxies to be effective should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (b) Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of items of Special business is annexed hereto.
- (c) The members are requested to bring their copies of Annual Report along with them to the meeting.
- (d) Members are requested to send their queries, if any, on the audited Balance Sheet and the Statement of Profit and Loss, to the Company well in advance so that the information is kept ready at the time of Annual General Meeting.
- (e) Members holding shares may nominate in respect of all the shares held by them whether singly or jointly. Members who hold shares singly are advised to avail of nomination facility in their own interest.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5

The Board at its meeting held on 6th May, 2017, approved the appointment of Dr.Percy Kavasmaneck as Dy.Managing Director and CEO of the Company for a period of 3 years from 1st May, 2017. The terms and conditions of appointment of Dr.Percy Kavasmaneck as Dy.Managing Director & CEO of the company are contained in the Agreement dated 16th May, 2017 between the company and Dr.Percy Kavasmaneck, copy of which is available for the inspection of the members. The terms and conditions are as follows:

1. Dr. Percy R Kavasmaneck is appointed as “Deputy Managing Director & CEO” for a period of 3 (three) years commencing from 1st May, 2017, or till the cessation of his employment with the Company, whichever is earlier.
2. Dr. Percy R. Kavasmaneck will take charge and be responsible for all the technical and commercial functions of the company and other activities of the company with the object of optimizing them and perform such duties and exercise such powers as are entrusted to him by the Managing Director.
3. Dr. Percy R Kavasmaneck will devote his whole time and attention to the business of the company. During the continuance of the employment with Gharda Chemicals Limited, Dr. Percy R Kavasmaneck shall not take up any other employment or involve in any other business or occupation without the written consent of the Managing Director.
4. The company will pay Dr. Percy R Kavasmaneck in consideration of the performance of his duties:
 - a) Gross Annual Salary : Rs.2,00,00,000/-(Rs. Two Crore p.a.)
 - b) Perquisites
 - (i) Incentive/Commission : At the discretion of the Board of Directors.
 - (ii) Personal Accident / Medclaim Insurance : As per prevailing practice of the Company.
 - (iii) Leased Car/Driver : As applicable to Senior Management Employees (M1) of the Company.
 - (iv) Accomodation : Leased premises preferably near Head Office- Monthly rent not exceeding Rs. 150,000/-.
5. Annual increments shall be in accordance with the Rules of the Company and as decided by the Managing Director of the Company. The remuneration shall be in accordance with Schedule V to the Companies Act, 2013, as may be amended from time to time.
6. Dr. Percy R Kavasmaneck shall observe working hours as applicable to Senior Management personnel and shall be entitled to Earned/Privilege Leave as per the rules and regulations of the company.
7. Dr. Percy R Kavasmaneck will be entitled to :-
 - (a) the reimbursement of expenses actually and properly incurred by Dr. Percy R Kavasmaneck in the course of the legitimate business of the company in accordance with the rules and regulations of the company in force from time to time or as may be approved by the Managing Director; and
 - (b) the reimbursement of traveling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the company in accordance with the rules and regulations of the company in force from time to time or as approved by the Managing Director.
8. Where in any financial year the company has no profits or profits are inadequate, the company shall make an application to the Central Government for payment of the remuneration in terms of the provisions of Schedule V to the Companies Act, 2013, as may be amended from time to time.
9. As long as Dr. Percy R Kavasmaneck functions as “Deputy Managing Director & CEO”, no sitting fee shall be paid to him for attending the meetings of the Board of Directors or Committees thereof.
10. Dr. Percy R Kavasmaneck shall not retire by rotation whilst he continues to hold office of Deputy Managing Director & CEO.
11. Dr. Percy R Kavasmaneck will not divulge or disclose to any person any secret or confidential information relating to the business or affairs of the company or any trade secrets or secret processes.
12. The company will be entitled to terminate this agreement forthwith if Dr. Percy R Kavasmaneck becomes insolvent or makes any composition or arrangement with his creditors.
13. Either party shall be entitled to terminate the Agreement by giving to the other party 2 months’ notice in writing without showing any cause.

14. The terms and conditions of the said appointment and / or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit. The terms and conditions of the appointment and remuneration shall be in accordance with the relevant clauses of the Articles of Association and sections 196, 197 and other relevant provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, and as may be amended from time to time.
15. The Agreement represents the entire agreement between the company and Dr. Percy R Kavasmaneck and cancels and supercedes all prior agreements, arrangements or understandings between the company and Dr. Percy R Kavasmaneck.

Dr.Percy Kavasmaneck is a Chemical Engineer from UDCT, Mumbai. He has done his M.S. & Ph.D from Stanford University, California – USA and has over 30 years of experience in the Chemical Industry. His professional qualifications and experience would add value to the company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr.Percy Kavasmaneck for the office of Director of the Company.

Dr.Percy Kavasmaneck may be deemed to be concerned in this resolution as it relates to his own appointment as Dy.Managing Director & CEO of the company. None of the other Directors is concerned or interested in the passing of the said resolution.

The Board recommends the passing of the resolution.

Item No. 6

The Board at its meeting held on 6th May, 2017, approved the appointment of Dr.S.Sivaram as Independent Director of the Company for a period of 5 years.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr.S.Sivaram for the office of Director of the Company. Dr.S.Sivaram has consented to act as a Director of the company and has given a declaration that he meets the criteria of Independence as provided under section 146(6) of the Act. In the opinion of the Board, Dr.S.Sivaram fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director.

Dr.S.Sivaram has done his M.Sc from IIT Kanpur and Ph.D from Purdue University- USA and is also Padma Shri Awardee. He has over 40 year of experience in various organizations including as a Director, CSIR-National Chemical Laboratory, Pune.

Dr.S.Sivaram may be deemed to be concerned in this resolution as it relates to his own appointment as Independent Director of the company. None of the other Directors is concerned or interested in the passing of the said resolution.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr.S.Sivaram as Independent Director is now placed before the members for their approval. The Board recommends the passing of the resolution.

Item No. 7

In pursuance of section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s GMVP & Associates LLP, Cost Accountants, were appointed as Cost Auditor by the Board of Directors of the company, to conduct the audit of the cost accounting records of the company for the financial year ending 31st March, 2018 at a remuneration of Rs. 3,80,000/- (Rupees Three Lacs Eighty Thousand Only) excluding service tax and out of pocket expenses.

In accordance with the provisions of the said Act and Rules, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the company.

The Board recommends the passing of the proposed resolution.

No Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

By Order of the Board of Directors.

SD/-

Michael Raj

Company Secretary.

Place: Mumbai

Date: 19th August, 2017.

GHARDA CHEMICALS LIMITED

Regd. Office: 48 Hill Road, Bandra (W), Mumbai – 400 050.

CIN: U24110MH1967PLC013688

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]

Name of the Member(s) _____.

Registered Address: _____

E-mail Id: _____ Folio No: _____

I/We, being the Member(s) of _____ shares of the above named company, hereby appoint:

1	Name:		E-mail Id:	
	Address:		Signature:	

Or failing him/her

2	Name:		E-mail Id:	
	Address:		Signature:	

Or failing him/her

3	Name:		E-mail Id:	
	Address:		Signature:	

as my / our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 51st Annual General Meeting of the Company to be held on Friday 22nd day of September 2017 at 11.30 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Resolutions
1	Receive, consider and adopt: a) The Audited Financial Statements of the Company for the financial year ended 31 st March, 2017, the reports of the Board of Directors and Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2017, and the report of the Auditors thereon.
2	Confirm the payment of Interim Dividend for the year 2016 – 17 and declare a Final Dividend for the year ended 31 st March, 2017.
3	Appointment of a Director in place of Mr.D.T.Desai (DIN 00049574), who retires by rotation and being eligible offers himself for re-appointment.
4	Appointment of Statutory Auditors of the Company and fixing their remuneration.
5	Appointment of Dr.Percy R Kavasmaneck as Dy.Managing Director & CEO of the Company.
6	Appointment of Dr.S.Sivaram as Independent Director of the Company.
7	Remuneration of M/s GMVP & Associates LLP, Cost Accountants for the financial year ending 31 st March, 2018.

Signature of 1st Proxy Holder.

Signature of 2nd Proxy Holder

Signature of 3rd Proxy Holder.

Affix
Revenue
Stamp

Signed this ____ day of _____, 2017.

Signature of Shareholder(s)

Note: 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.