

29th ANNUAL GENERAL MEETING

Date : 28-09-2017

Time : 10-30 a.m.

Venue : Aditya Park, Aditya Trade Centre
Ameerpet, Hyderabad-500 038.

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BHASKAR AGROCHEMICALS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS :

Sri P.Pattabhi Rama Rao	Managing Director	(DIN : 00353641)
Sri P.Praveen Kumar	Wholetime Director Cum CFO	(DIN : 00353720)
Dr. Aluri Naga Uma Maheswara Prasad	Director	(DIN : 02970817)
Smt. P.Rajyalaxmi	Director	(DIN : 00353832)
Sri. S.V.Satyanarayana Chowdary	Independent Director	(DIN : 07522128)
Sri. Ch. Sudhakar	Independent Director	(DIN : 07522130)

COMPANY SECRETARY : Mr. Parasharam Ramchandra Adav.

REGISTERED OFFICE : 6-3-347/9, 503, Riviera Apartment,
Dwarakapuri Colony, Panjagutta, Hyderabad – 500 082
Telangana. Ph : 040 - 66462082
E.mail : bhaskaragro@yahoo.com

CORPORATE IDENTITY NUMBER

: L24219TG1988PLC008331

AUDITORS : **M/s R.Kankaria & Uttam Singhi**
Chartered Accountants
6-3-1090/C-4, Rajbhavan Road,
Hyderabad - 500 082, Telangana

BANKERS : **Axis Bank Limited**

REGISTRAR & SHARE TRANSFER AGENT (RTA) :

Xi Softech Systems Ltd.
3, Sagar Society, Road No .2
Banjara Hills, Hyderabad – 500 034, Telangana.
Ph : 040 - 23545913, E.mail : xlfield@gmail.com

FACTORY : 94/1, Toophranpet,
Choutuppal Mandal,
Yadadri Bhuvangiri Dist - 508 252,
Telangana

NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held on Thursday the 28th day of September, 2017 at 10.30 A.M at Aditya Park, Aditya Trade Centre, Ameerpet, Hyderabad-500 038 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash flow Statement for the year ended as on that date and the reports of the Directors and Auditor's thereon.
2. To appoint a Director in place of Smt. P. Rajya Lakshmi [DIN: 00353832], who retires by rotation and being eligible offers herself for re-appointment.
3. **TO APPOINT AUDITORS AND FIX THEIR REMUNERATION.**

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 sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. S. Singhvi & Co., Chartered Accountants, (ICAI Firm Registration Number 003872S) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors of the Company, M/s. R. Kankaria & Uttam Singhi, Chartered Accountants, (ICAI Firm Registration Number 000442S), to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, as may be applicable), on such remuneration plus service taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors"

"FURTHER RESOLVED THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."



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SPECIAL BUSINESS

4. RE-APPOINTMENT OF SRI. PATTABHI RAMA RAO AS MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sri. P. Pattabhi Rama Rao, as Managing Director of the Company for a period of three years effective April 1, 2017 to March 31, 2020 on the terms & conditions including the payment of remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms & conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Sri. P. Pattabhi Rama Rao.

“RESOLVED FURTHER THAT the remuneration payable to Sri. P. Pattabhi Rama Rao, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197/Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. RE-APPOINTMENT OF SRI. P. PRAVEEN KUMAR AS WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sri. P. Praveen Kumar, as Whole time Director of the Company for a period of three years effective April 1, 2017 to March 31, 2020 on the terms & conditions including

the payment of remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms & conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Sri. P. Praveen Kumar.

"RESOLVED FURTHER THAT the remuneration payable to Sri. P. Praveen Kumar, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD
BHASKAR AGROCHEMICALS LIMITED

P. PATTABHI RAMA RAO
MANAGING DIRECTOR
DIN : 00353641

Place : Hyderabad
Date : 01.09.2017

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

- 2.** Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.



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3. Members desirous of obtaining any information concerning the accounts and operations of the company, are requested to sent their queries to the Company at least seven days before the date of the meeting, so that the information required by the members may be made available at the meeting.
4. The Register of Members and the Share Transfer Registers will be closed from Saturday, the 23rd of September, 2017 to Thursday the 28th of September, 2017 (both days inclusive).
5. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents.
6. Electronic copy of the Annual Report for 2016-2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.
7. Members are requested to intimate the Registrars and share transfer agents of the Company, M/s. XI Softech Systems Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad-500 034, Ph: 040-23545913, immediately of any change in their address.
8. Members holding more than one share certificate in the same name under different folios are requested to apply for consolidation of such folios in one folio and send relevant share certificates to the company's registrars and share transfer agents M/s. XI Softech Systems Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad – 500 034, Ph: 040 - 23545913.
9. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2016-2017 will also be available on the Company's website www.bhaskaragro.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: www.bhaskaragro.com.

10. Appointment / Re-appointment of Directors:
Details of the 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	Smt. P. Rajya Lakshmi	Sri. P. Pattabhi Rama Rao	Sri. P. Praveen Kumar
Director Identification No	00353832	00353641	00353720
Date of Birth	17.01.1955	10.07.1949	26.06.1977
Date of appointment	19.04.2010	19.02.1988	24.11.2005
Occupation	House wife	Business	Business
Relationship between directors inter-se	Spouse of Sri. P. Pattabhi Rama Rao and Mother of Sri. P. Praveen Kumar	Spouse of Smt. P. Rajya Lakshmi and Father of Sri. P. Praveen Kumar	Son of Sri. P. Pattabhi Rama Rao and Smt. P. Rajya Lakshmi
Nature of expertise in specific functional area	Administration	Overall planning, Policy making & Management	Finance and Supply Procurement
Directorship in other Listed Entities	Nil	Nil	Nil
Membership of Committees of other Listed Companies	Nil	Nil	Nil
Shareholding in the Company	4,56,749	2,08,057	2,77,954

E-Voting Facility:
Process and Manner for members opting for e-voting is as under:-

1. Voting through electronic means;
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Securities Depository Limited (CSDL).
 - b. The instructions for e-voting are as under:

In case of members receiving e-mail:

 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "**Bhaskar Agrochemicals Limited**" from the drop down menu and click on "SUBMIT"
 - (iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.



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(v) 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. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Physical Form	For Members holding shares in Demat Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
(DOB)#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the Folio Number in the PAN field. Eg. If your name is Ramesh Kumar with Folio Number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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

(viii) 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.

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

(x) Click on <**Bhaskar Agrochemicals Limited**> on which you choose to vote.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

The e-voting period commences on 25.09.2017 (9:00 am) and ends on 27.09.2017 (5:00 pm). 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 22.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 22.09.2017.

Mr. Vivek Surana, Practicing Company Secretary (Membership No. 24531) and has been appointed as the Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairperson of the Company.

The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bhaskaragro.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.

ITEM NO. 3:

This Explanatory statement is provided though strictly not required as per 102 of the Companies Act, 2013

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder M/s. R. Kankaria & Uttam Singhi, Chartered Accountants, the present Auditors of the Company complete their term as Auditors and in terms of their appointment made they are holding office of the auditors up to the conclusion of the 29th AGM and hence, would retire at the conclusion of the forthcoming 29th AGM. As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor has completed two terms of five consecutive years. Also as per the provisions of the Companies Act, 2013 ("the Act"), no listed company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e. 1st April, 2014. M/s. R. Kankaria & Uttam Singhi, Chartered Accountants have completed period of ten years and will also be completing the additional transition period of three years at the conclusion of the forthcoming Annual General Meeting. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s. R. Kankaria & Uttam Singhi, Chartered Accountants during their association with the Company as its auditors. For the purpose of appointment of new Auditors, the Audit Committee along with the Management, invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The Committee considered various parameters such as reputation of the firm, knowledge and experience of the partners, understanding of business, technical assessment of the Audit skills and the Audit fees and based on these detailed analysis, the Audit Committee recommended M/s. S. Singhvi & Co., Chartered Accountants (Firm Registration No. 003872S), Hyderabad as the Company's new Statutory Auditor.

Mr. Shailendra Singhvi is a fellow member of the Institute of Chartered Accountants of India he joined M/s. Singhvi & Co., Chartered Accountants (Madras Branch) as Assistant Audit Manager and served from November 1979 to March 1982. His experience has widened his knowledge in the sphere of audit, tax, management consultancy, project finance, management and other allied professional services. He participated in the finalisation of accounts, systems study, internal and statutory audits, inspection audits on behalf of banks, stock audits etc of various organizations engaged in activities such as banking, marketing, trading, manufacturing and providing services. From May 1982 till March 1987, he was employed with a large industrial organization, Kesoram Industries Ltd., in their cement division, where his primary job was to design and implement internal control and management information systems.