



19Th Annual Report 2011 - 2012

SHREE PUSHKAR CHEMICALS & FERTILISERS LTD.

(A GOVT. OF INDIA RECOGNIZED EXPORT HOUSE)

(An ISO 9001 - 2008 Certified Company)

SHREE PUSHKAR CHEMICALS & FERTILISERS LIMITED

BOARD OF DIRECTOR

1. Mr. Punit Makharia-Chairman & Managing Director
2. Mr. Gautam Makharia-Jt. Managing Director
3. Mr. S.P. Arora -Nominee Director of IFCI Venture Ltd. (From 03.05.2012)
4. Mr. Akshay Dua - Nominee Director of IFCI Venture Ltd.(Upto 02.05.2012)
5. Mr. Nirmal Kedia – Independent Director.
6. Mr. Ramakant Nayak – Independent Director
7. Mr. Dinesh Navnitlal Modi – Independent Director (from 20.06.2012)

STATUTORY AUDITORS

M/s K C P L & Associates,
Mumbai

BANKERS

1. State Bank of India
2. Yes Bank Limited
3. EXIM Bank Limited.

RIGISTERED OFFICE

202/A,Building no.-03
Rahul Mittal Industrial Estate
Sir. M.V. Road
Andheri (East)
Mumbai-400 058

FACTORY

B-103/102, & D-25, M.I.D.C.,
Lote Parshuram
Tal-Khed, Dist-Ratnagiri
Maharashtra-405 722

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SHREE PUSHKAR CHEMICALS & FERTILISERS LTD.

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202, A Wing, Bldg. No. 3, Rahul Mittal Industrial Estate,

Sir MV Road, Andheri (E), Mumbai - 400 059, India.

Tel.: + 91 22 4270 2525 • Fax: + 91 22 2850 4242

Mail: info@shreepushkar.com

NOTICE

Notice is hereby given that the **Nineteenth Annual General Meeting** of the **Members** of the Company **Shree Pushkar Chemicals and Fertilisers Limited** will be held on **Friday** the **29th September, 2012** at **11.00 a.m.** at the Registered Office of the Company situated at **202, A Wing, Building No.3, Rahul Mittal Industrial Estate, Sir M. V. Road, Andheri (East), Mumbai – 400 059** to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited accounts for the period ended 31st March, 2012 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramakant Nayak, who retires by rotation and being eligible, offers himself for re appointment.
3. To appoint M/s. K C P L & Associates, Chartered Accountants, as Statutory Auditors of the Company and in this regard to consider and if thought fit to pass, with or without modification, following resolution as an ordinary resolution:

“RESOLVED THAT M/s. K C P L & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the Company, upon such remuneration as shall be fixed by the Board of Directors.”

Special Business:

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



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"RESOLVED THAT Mr. Satpal Arora who was appointed as an additional Director of the Company with effect from 3rd May, 2012 and who holds office up to Annual General Meeting of the Company and in respect of whom the notice under section 257 of the Companies Act, 1956, in writing proposing his candidature for the appointment as of Director has been received, be and is hereby re appointed as Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may feel necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT Mr. Dinesh Modi, who was appointed as an additional Director of the Company with effect from 20th June, 2012, and who holds office up to Annual General Meeting of the Company and in respect of whom the notice under section 257 of the Companies Act, 1956, in writing proposing his candidature for the appointment as of Director has been received, be and is hereby re appointed as Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may feel necessary, proper or expedient to give effect to this resolution"

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

"RESOLVED THAT pursuant to provisions of section 94 and all other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from Rs.21,00,00,000/- (Rupees Twenty One Crores Only) divided into 2,10,00,000 (Two Crores Ten Lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each."



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

"RESOLVED THAT pursuant to provisions of section 16 and all other applicable provisions, if any of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered by deleting the existing clause no. V (a) of the Memorandum of Association and replacing the same with new clause no. V (a), as reproduced herein below:

The Authorized Share Capital is Rs.35,00,00,000/- (Rupees Thirty Five Crores) divided in to 3,50,00,000 (Three Crores Fifty Lacs) equity shares of Rs.10/- (Rupees Ten Only) each."

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 section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956, the consent of members of the Company, be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time from any one or more of the combinations of banks, financial institutions, persons, firms, bodies corporate, mutual funds, trusts etc. whether by way of loans or advances or deposits or issue of debentures or otherwise (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and whether unsecured or secured by charge of any kind whatsoever including mortgage, hypothecation or lien or pledge of the Company's assets and properties whether movable or immovable or stock in trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertaking of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, so that the total amount up to which the money may be so borrowed by the Board of Directors of the Company and outstanding at any time shall not exceed Rs.150 Crores at the relevant time.



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RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to execute such mortgage, charges, hypothecation, lien, debenture trust deeds, promissory notes, deposits receipts and other deeds and instruments or writings containing such conditions and covenants as the Director may think fit."

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

"RESOLVED THAT pursuant to provisions of section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, the consent of members of the Company, be and is hereby accorded to the Board of Directors of the Company to mortgage or charge all or any part of immovable or movable properties of the Company, where so ever situated, both present and future, and whole or part of the undertakings of the Company of any nature and kind whatsoever and / or creating a floating charge in all or any immovable properties of the Company together with the powers to take over the management of the business and concern of the Company, in certain events, to or in favor of banks, financial institutions or any other lenders to secure the amount borrowed/ to be borrowed by the Company from time to time for the due payment of the principal money, together with the interest payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions with the concerning Banks, financial institutions, any other lenders etc., to finalize the agreements, contracts, documents for creating the aforesaid mortgage and or charges and to do all the acts, deeds, matters and things as may be necessary to give effect to this resolution."

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



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"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "**Companies Act**") (including any statutory modification or re-enactment thereof for the time being in force), and subject to and in accordance with any other applicable law or regulation, in India or outside India, including, without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "**ICDR Regulations**"), (together, the "**Applicable Laws**") the listing agreements to be entered into by the Company with the Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange (together, the "**Stock Exchanges**") where the Company's shares are to be listed as determined by the board of directors of the Company or a duly constituted committee of the board of directors, including any IPO Committee (together, the "**Board**") at its absolute discretion, the Memorandum of Association and Articles of Association of the Company and subject to the approval, permission and sanction, to the extent necessary, of the Government of India, the Securities and Exchange Board of India (the "**SEBI**"), the Foreign Investment Promotion Board, the Reserve Bank of India, the Registrar of Companies and all other appropriate regulatory authorities, and subject to such conditions and modifications as may be prescribed in such approvals, permissions and sanctions, which have been agreed to by the Board, the consent and approval of the members be and is hereby granted to the Board to create, issue, offer and allot in an initial public offer equity shares of the Company of face value Rs. 10/- each of an aggregate number not exceeding Rs.100,00,00,000/- (Rupees One Hundred Crores Only) or such other face value as may be decided by the Board (the "**Equity Shares**") out of the authorized share capital of the Company (the "**Fresh Issue**") together with such number of Equity Shares as may be offered for sale by the existing shareholder/s ("**Selling Shareholders**") of the Company (the "**Offer for Sale**"), which shall include, without limitation, Equity Shares issued and allotted in any private placement to selected investors as permitted under Applicable Laws (the "**Pre-IPO Placement**"), reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws, including, without limitation, eligible employees and shareholders (the "**Reservation**"), any green shoe option, of up to a certain number of Equity Shares in accordance with Applicable Laws (the "**Green Shoe Option**") and/or for rounding off up to 10% of the Issue in the event of any oversubscription as permitted under Applicable Laws (collectively referred to as the "**Issue**" or the "**IPO**") to such person or