CRODA

Croda India Company Private Limited
Registered Office :
Plot No. 1/1 Part, TTC Industrial Area,
Thane Belapur Road, Koparkhairne,
Navi Mumbai 400 710, Maharashtra, India
Tel +91 (22) 3094 8400 / 500 / 600
Fax +91 (22) 2778 0007
Email : crodaindia@croda.com

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting ("AGM") of the members of Croda India Company Private Limited (CIN: U24100MH1995PTC117141) will be held on Monday September 25, 2017, on a shorter notice at the Registered Office of the Company, at Plot No. 1/1 Part, TTC Industrial Area, Thane Belapur Road, Koparkhairne, Navi Mumbai – 400 710 at 2:30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the stand alone and consolidated audited Profit and Loss Account for the year ended March 31, 2017 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors.

2. M/s. Price Waterhouse & Co., Bangalore LLP, Chartered Accountants (FRN 007567S/S-200012), retiring statutory auditors and being eligible for re-appointment, offer themselves for re-appointment from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

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

   "RESOLVED THAT M/s. Price Waterhouse & Co., Bangalore LLP, Chartered Accountants (FRN 007567S/S-200012), being eligible for re-appointment as statutory auditors, are re-appointed to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting, at a remuneration to be mutually decided by the Board of Directors of the Company and the Auditors."

   "RESOLVED FURTHER THAT Mr. Rupark Sarswat, Managing Director, Mr. J. Ram Kumar, Wholetime Director and Ms. Renu Dangi, Manager Finance & Company Secretary, be and are hereby authorised jointly and severally to file necessary papers, documents, forms pertaining to the said appointment with the Registrar of Companies, Maharashtra / Ministry of Company Affairs and to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

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SPECIAL BUSINESS:

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

3. **"RESOLVED THAT** Mr. Alagappan Alagappan (DIN No. 07755291) who was appointed by the Board of Directors as an Additional Director of the company with effect from March 10, 2017 and who holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment to the office of a Director, be and is hereby appointed as a Director of the Company, pursuant to Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and the Articles of Association of the Company."

   "RESOLVED FURTHER THAT Mr. Rupark Sarswat, Managing Director, Mr. J. Ram Kumar, Wholetime Director and Ms. Renu Dangi, Manager Finance & Company Secretary, be and are hereby authorized jointly and severally to file necessary papers, documents, forms pertaining to the said appointment with the Registrar of Companies, Maharashtra / Ministry of Company Affairs and to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions 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), remuneration of Mr. Vikas Vinayak Deodhar, Cost Accountant (Membership No. 3813), who was appointed as Cost Auditor of the Company for the year FY 2017-18 by the Board of Directors of the Company in their meeting held on September 11,2017 at a remuneration of Rs. 195,000(Rupees One Lakh Ninety Five Thousand Only) per annum plus Goods And Services Taxes (GST)as applicable be and is hereby ratified and approved."

   "RESOLVED FURTHER THAT Mr. Rupark Sarswat, Managing Director, Mr. J. Ram Kumar, Wholetime Director and Ms. Renu Dangi, Manager Finance & Company Secretary, be and are hereby authorised jointly and severally to file necessary papers, documents, forms pertaining to the said appointment with the Registrar of Companies, Maharashtra / Ministry of Company Affairs and to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed and forms a part of this Notice.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself. Such proxy need not be a member of the Company. Proxies in order to be valid and effective must be delivered at the registered office of the Company, not less than forty-eight hours before the commencement of the meeting.

3. Members are requested to immediately notify change in their address, if any, to the Company at its registered office, quoting their Folio Number(s).

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 3:

Mr. Alagappan Alagappan was appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 read with Articles of Association with effect from March 10, 2017. He is eligible to be appointed as Director of the Company.

Except Mr. Alagappan Alagappan, to the extent of his appointment , none of the other Directors and/or Key Managerial Personnel's of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 3

Your Directors recommend this Ordinary resolution for your approval

Item No. 4:

In pursuance of provisions of Section 148 and all other applicable provisions 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),the remuneration recommended and approved by the Board of Directors shall be ratified by the shareholders.

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The Board of Directors, at the meeting held on June 12, 2017 had considered and approved appointment of Mr. Vikas Vinayak Deodhar, Cost Accountant, Membership No.3813, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, at a remuneration of Rs. 195,000 (One Lakh Ninety Five Thousand Only) plus Goods And Services Taxes (GST) as applicable.

The resolution at Item No. 4 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

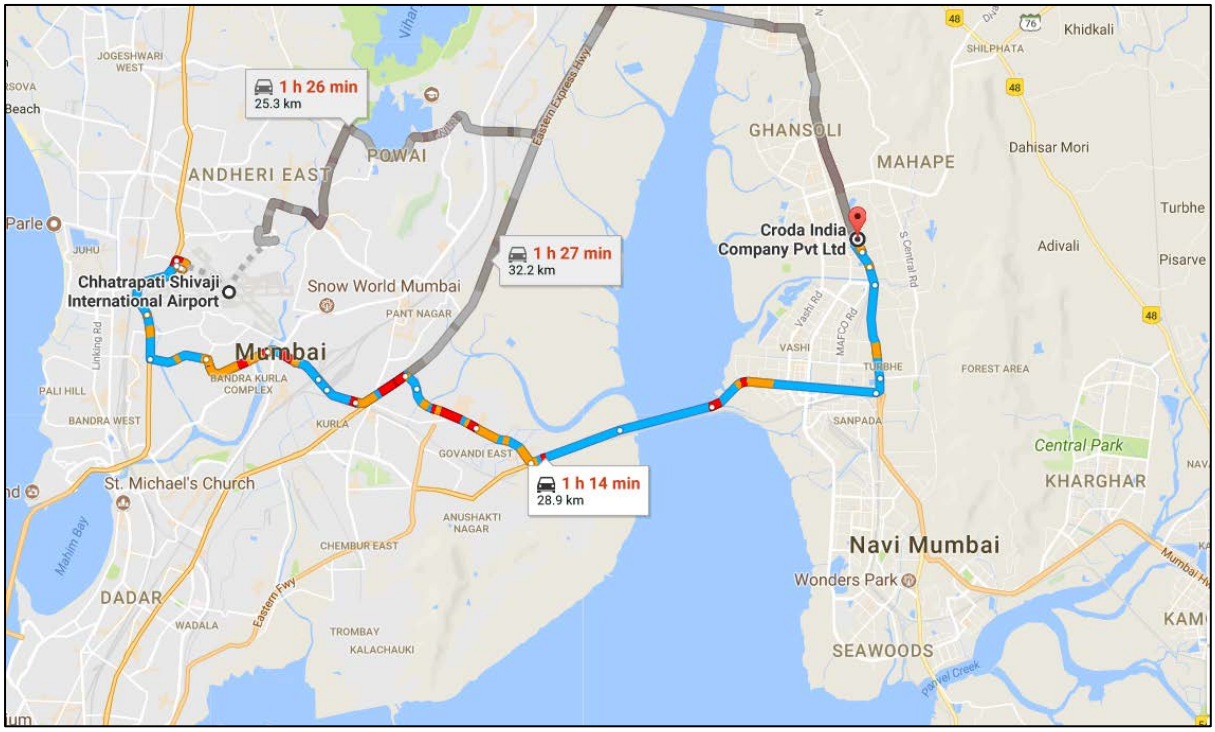
Your Directors recommend this Ordinary resolution for your approval

For and on Behalf of the Board

Rupark Sarswat
Managing Director

DIN : 01667132
Address
3rd Floor, Plot No 84,
Swastik Mansion,
Sector 28 Vashi,
Navi Mumbai - 400703.
Date: Sep 12,2017
Place: Navi Mumbai

ROUTE MAP


1 h 26 min
25.3 km
1 h 27 min
32.2 km
1 h 14 min
28.9 km
Chhatrapati Shivaji International Airport
Croda India Company Pvt Ltd
Mumbai
Navi Mumbai
Khidkali
Dahisar Mori
Adivali
Turbhe
Pisarve
GHANSOLI
MAHAPE
POWAI
ANDHERI EAST
Snow World Mumbai
St. Michael's Church
DADAR
KHARGHAR
Central Park
Wonders Park
SEAWOODS
Eastern Express Hwy
Eastern Fwy