NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting ("AGM") of the members of Croda India Company Private Limited (CIN: U24100MH1995PTC117141) will be held on Thursday September 20, 2018, 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 11 a.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, 2018 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors.


It is proposed to appoint B S R & Co. LLP (FRN: 101248W/W-100022) who are the affiliates of KPMG in India, being eligible, have offered themselves for appointment as the Statutory Auditors of the Company.

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

"RESOLVED THAT B S R & Co. LLP (FRN: 101248W/W-100022) being eligible for appointment as statutory auditors, are appointed to hold office from the conclusion of this AGM i.e. 23rd AGM of the Company until the conclusion of 29th AGM (i.e. the Sixth AGM of the Company following this AGM), at such remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable statutory taxes; subject to ratification as to the said appointment at every AGM and subject to the Auditors complying with the legal and regulatory provisions and the eligibility criteria laid down under Section 139 of the Companies Act, 2013.

In addition, reasonable out-of-pocket expenses and taxes as agreed may be reimbursed to the Auditors. Any other fees for certification and other permissible services may be billed by the Auditors at such rates as may be agreed between the Auditors and the Board of Directors of the Company."

[Signature]
“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.”

SPECIAL BUSINESS:

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

3. “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 2018-19 by the Board of Directors of the Company in their meeting held on Aug 31, 2018 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.”

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.

CIN- U24100MH1995PTC117141
Website: www.croda.co.in
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:

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.

The Board of Directors, at the meeting held on Aug 31, 2018 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, 2019, 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. 3 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

[Signature]
Rupak Sarswat
Managing Director

DIN: 01667132
Address
3rd Floor, Plot No 84,
Swastik Mansion,
Sector 28 Vashi,
Navi Mumbai - 400703.
Date: Aug 31, 2018
Place: Navi Mumbai