



GUJARAT AMBUJA EXPORTS LIMITED

CIN - L15140GJ1991PLC016151

Regd. Off.: "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev,
P.O. Thaltej, Ahmedabad - 380 059. Phone: +91 79 - 61556677, Fax: +91 79 - 61556678

Email Id: info@ambujagroup.com, Website: www.ambujagroup.com

REF : GAEL\STOCK31\201941

Date : 4th July, 2019

BY E-FILING

To, The General Manager- Listing Department The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Ref.:- Symbol GAEL	To, The General Manager- Market Operations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Ref.:- Security Code: 524226
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Sub:- Notice of Twenty Eight Annual General Meeting of the Members of the Company

Dear Sir/Madam,

The Notice calling the Twenty Eighth Annual General Meeting of the members of the Company scheduled to be held on Saturday, the 3rd August, 2019 at 11.00 a.m. at H. T. Parekh Hall, Ahmedabad Management Association, Vastrapur, Ahmedabad - 380 015, containing the business to be transacted thereat, is attached herewith.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are mentioned in the said Notice.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For, GUJARAT AMBUJA EXPORTS LIMITED


CHETNA DHARAJIYA
COMPANY SECRETARY



Encl.: As above

NOTICE

Notice is hereby given that the Twenty Eight Annual General Meeting of the Members of **GUJARAT AMBUJA EXPORTS LIMITED** will be held on Saturday, 3rd August, 2019 at 11.00 a.m. at H. T. Parekh Hall, 1st Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad – 380 015 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2019.
2. To declare Final Dividend on equity shares for the financial year 2018-19.
3. To appoint a Director in place of Shri Sandeep Agrawal (holding DIN 00027244), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**4. Ratification of remuneration of Cost Auditors for the Financial Year 2019-20**

To consider and if thought fit, to pass with or without modifications, the following resolution as **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(s) thereof, for the time being in force) and other Rules framed there under, payment of remuneration of ₹ 2,20,000/- plus out of pocket expenses and applicable taxes to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Membership No. 7907), appointed by the Board of Directors of the Company for carrying out Cost Audit of the Company for financial year 2019-20, be and is hereby approved and ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

5. Remuneration to Non-Executive Directors of the Company

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 Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s)

thereof, for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded for the payment of remuneration in the form of commission, in addition to the sitting fees being paid / payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, not exceeding in aggregate one percent (1%) of the net profits of the Company for each Financial Year computed in accordance with Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, to its Directors (other than Managing Director and Whole-Time Director or any other Executive Director) of the Company for a period of 5 (five) years commencing from 1st April, 2019, provided that all the aforesaid Directors taken together shall receive a sum not exceeding ₹ 25,00,000/- (Rupees Twenty Five Lacs only) in a financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to determine the amount and terms of payment of the commission to the Directors (other than Managing Director and Whole-Time Director or any other Executive Director) of the Company (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and equally in default of such determination).”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company or Committee(s) thereunder be and is hereby authorized to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regards.”

6. Appointment of Ms. Maitri Mehta (DIN 07549243) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Nomination and Remuneration Policy of the Company, Ms. Maitri Mehta (DIN : 07549243) who was



appointed as an Additional Director of the Company effective from 25th May, 2019, in terms of Section 161(1) of the Act and holding office upto the date of this Annual General Meeting and being qualified for appointment as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 2 (two) consecutive years for a term upto 24th May, 2021 and shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions of the Act and rules made thereunder read with Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Maitri Mehta be paid such fees and remuneration and profit related commission as the Company may decide from time to time and within the limits prescribed or may be prescribed from time to time."

7. Re-appointment of Shri Sandeep Agrawal as Whole-Time Director of the Company w.e.f. 1st August, 2019 till 31st July, 2024

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Nomination and Remuneration Policy of the Company and any subsequent amendment / modification in the Rules, Act and / or applicable laws in this regard and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated), the approval of the Members of the Company be and is hereby accorded

for the re-appointment and payment of remuneration to Shri Sandeep Agrawal (holding DIN 00027244) as Whole-Time Director of the Company for a period of 5 (five) years with effect from 1st August, 2019 to 31st July, 2024 (both the days inclusive) on the terms and conditions as mentioned in the draft agreement to be entered into between the Company and Shri Sandeep Agrawal, a draft whereof duly initialed by the Chairman for the purpose of identification as placed before this meeting, which Agreement is hereby specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Shri Sandeep Agrawal within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1. Terms of Re-appointment:

With effect from 1st August, 2019 to 31st July, 2024

2. Remuneration:

I Salary : ₹ 3,00,000/- per month (Rupees Three Lacs per month only) up to a maximum of ₹ 6,00,000/- per month (Rupees Six Lacs per month only) with increments as may be decided by Board of Directors of the Company from time to time.

II Perquisites and allowances : In addition to the salary, Shri Sandeep Agrawal shall also be entitled to the perquisites and allowances like house rent allowance, rent free furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special allowance, use of Company car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the rules of the Company not exceeding ₹ 1,00,000/- per month (Rupees One Lac per month only). The nature and break up of the perquisites and allowances will be determined in accordance with schemes / policies / rules of the Company or may be decided by the Chairman of the Company or by the Board of Directors from time to time.

3. Minimum Remuneration:

The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Director / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard)). Provided, however, that in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Whole-Time Director, the payment of salary, allowances, perquisites and all other payments shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013 or any subsequent amendments or modifications made thereto, as may be decided by the Board of Directors, subject to necessary sanctions and approvals, if required.

4. Overall Remuneration:

The aggregate of salary, perquisites and allowances in any one financial year, as may be decided by the Board of Directors i.e. total remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Director / Whole-Time Director / Manager in aggregate under Section 197 and Rules made thereunder read with Schedule V of the Companies Act, 2013 (including any subsequent amendments or modifications made thereto).

5. Other Terms and Conditions:

- (a) As long as Shri Sandeep Agrawal functions as Whole-Time Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- (b) The office of Shri Sandeep Agrawal shall be liable to determination of retirement by rotation but the re-appointment by way of retirement by rotation shall not be construed as break in terms of his appointment.
- (c) Shri Sandeep Agrawal shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively for the business purpose of the Company.
- (d) The Office shall be liable to termination with 3 months' notice from either side.
- (e) The terms and conditions of the said re-appointment and / or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto."

"RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Shri Sandeep Agrawal, Whole-Time Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 and subject to the approval of the Central Government / Members at the General Meeting, if required, as amended from time to time subject to the compliance of provisions thereof but in any event shall not exceed the remuneration payable as provided in the Agreement when the profits of the Company are adequate."

"RESOLVED FURTHER THAT the Office of Shri Sandeep Agrawal, Whole-Time Director shall be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and / or modification(s) in the Act, Rules and / or applicable laws in this regard and Article 141 of the Articles of Association of the Company."

"RESOLVED FURTHER THAT Shri Sandeep Agrawal, Whole-Time Director of the Company be and is hereby authorised, empowered and vested with the powers of the management of the various Plants of the Company viz. Akola, Uttarakhand, Hubli, Pithampur, Mandsour and Chalisgaon and / or other divisions of the Company, as may be decided by the Board from time to time, for carrying out the affairs and activities of the said plants / divisions of the Company subject to the superintendence, control and direction of the Board of Directors of the Company and whose office shall be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to enter into an Agreement (including any revision in terms and conditions of aforesaid re-appointment and / or agreement, if required) on behalf of the Company with Shri Sandeep Agrawal, in terms of the aforesaid draft agreement."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

By Order of the Board

Manish Gupta

Chairman & Managing Director

(DIN: 00028196)

Place : Ahmedabad

Date : 25th May, 2019

Registered Office:

"Ambuja Tower",

Opp. Sindhu Bhavan, Sindhu Bhavan Road,

Bodakdev, P.O. Thaltej, Ahmedabad - 380 059

CIN: L15140GJ1991PLC016151

Phone: 079-61556677, Fax: 079-61556678

Website: www.ambujagroup.com

Email Id: investor-jcsl@ambujagroup.com



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 28TH ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE PROXY HOLDER SHALL PROVE HIS / HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.
2. Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 read with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), in respect of Special Business i.e. item nos. 4 to 7, as set out above is annexed hereto.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of members and share transfer books of the Company will remain closed from Saturday, 27th July, 2019 to Saturday, 3rd August, 2019 (both the days inclusive) for determining the entitlement of the shareholders to the payment of dividend.
4. Final dividend on equity shares, as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting, payment of such dividend will be credited / dispatched to the members on or after 7th August, 2019:
 - a. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday, 26th July, 2019; and
 - b. to all Members in respect of shares held in physical form, after giving effect to all the valid transfers in respect of transfer requests lodged with the Company / Registrar and Transfer Agent as of the close of business hours on Friday, 26th July, 2019.
5. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send share certificates to Share Transfer Agent of the Company, for consolidation into a single folio.
7. To support the 'Green Initiative', we request the Members of the Company to register their Email Ids with their DP or with the Share Transfer Agent of the Company, to receive documents/notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your Email Id, you are not required to re-register unless there is any change in your Email Id. Members holding shares in physical form are requested to send email at jayvijay@ambujagroup.com to update their Email Ids.
8. Members are requested to bring their attendance slip along with their copy of Annual Report at the Meeting. Route Map along with landmark is forming part of this Annual Report.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. As per Securities and Exchange Board of India (SEBI) Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. With the said changes which came into effect from 1st April, 2019, Equity Shares of the Company shall be eligible for transfer only in dematerialized form. Therefore, the Members are requested to take necessary actions to dematerialize their physical Equity Shares of the Company promptly.
11. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission / transposition and deletion of name of deceased holder. 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 Registrar & Share Transfer Agents of the Company i.e., Jupiter Corporate Services Limited.
12. Unclaimed dividends upto the financial year 2011-2012 (Interim Dividend) have been deposited with the Investors Education and Protection Fund (IEPF). Unclaimed dividend for the financial year 2012-2013 (Interim Dividend) & onwards will be deposited with the IEPF as per following chart. Those Members, who have not encashed the dividend warrant for these years are requested to immediately forward the same, duly discharged to the Company's Share Transfer Agent to facilitate payment of the dividend:

Financial Year	Date of AGM	Date of Dividend Warrant	Due Date of Transfer to Unpaid Account	Due Date of accepting claim by the Company	Due date for Transfer to Investors Education and Protection Fund
2012-13	14 th September, 2013 Interim : Note: a	7 th August, 2012	25 th August, 2012	21 st July, 2019	25 th August, 2019
2013-14	13 th September, 2014 Interim : Note: b	15 th November, 2013	30 th November, 2013	26 th October, 2020	30 th November, 2020
2014-15	12 th September, 2015 Interim : Note: c	24 th September, 2014	11 th October, 2014	6 th September, 2021	11 th October, 2021
2015-16	10 th September, 2016 Interim : Note: d	20 th February, 2016	5 th March, 2016	30 th January, 2023	5 th March, 2023
2016-17	9 th September, 2017 Final : Note: e	14 th September, 2017	15 th October, 2017	9 th September, 2024	9 th October, 2024
2017-18	28 th July, 2018 Final : Note: f	1 st August, 2018	3 rd September, 2018	2 nd September, 2025	2 nd October, 2025

There are no shares in the demat suspense account or unclaimed suspense account.

Note:

- a. For F.Y. 2012-13, Interim Dividend @ 40% p.a. was approved at the meeting of Board of Directors held on 21st July, 2012 and was paid as interim dividend and the same was approved/ confirmed by the Members at the 22nd Annual General Meeting held on 14th September, 2013.
 - b. For F.Y. 2013-14, Interim Dividend @ 35% p.a. was approved at the meeting of Board of Directors held on 26th October, 2013 and was paid as interim dividend and the same was approved/ confirmed by the Members at the 23rd Annual General Meeting held on 13th September, 2014.
 - c. For F.Y. 2014-15, Interim Dividend @ 42% p.a. was approved at the meeting of Board of Directors held on 6th September, 2014 and was paid as interim dividend and the same was approved/ confirmed by the Members at the 24th Annual General Meeting held on 12th September, 2015.
 - d. For F.Y. 2015-16, Interim Dividend @ 40% p.a. was approved at the meeting of Board of Directors held on 30th January, 2016 and was paid as interim dividend and the same was approved/ confirmed by the Members at the 25th Annual General Meeting held on 10th September, 2016.
 - e. For F.Y. 2016-17, Final Dividend @ 40% p.a. was recommended at the meeting of Board of Directors held on 13th May, 2017 and the same was approved and declared by the Members at the 26th Annual General Meeting held on 9th September, 2017 and was paid as Final Dividend.
 - f. For F.Y. 2017-18, Final Dividend @ 45% p.a. was recommended at the meeting of Board of Directors held on 19th May, 2018 and the same was approved and declared by the Members at the 27th Annual General Meeting held on 28th July, 2018 and was paid as Final Dividend.
13. In terms of the provisions of Sections 124, 125 and other applicable provisions of the Companies Act, 2013, the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Principle Rules, 2016") were notified on 5th September, 2016, further amended by the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, ("Principle Rules along with IEPF Rules") which were notified on 28th February, 2017. The Principle Rules along with IEPF Rules provides that the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to the IEPF, constituted by the Central Government. Further it also provides the manner of transfer of shares in respect of which dividend has remained unpaid or unclaimed for 7 (seven) consecutive years by the shareholders, to Demat Account of the IEPF Authority.
 14. In compliance with Principle Rules along with IEPF Rules and as per Secretarial Standard - 3 issued by the Institute of Company Secretaries of India, the Company had sent reminder letters dated 4th December, 2018, to those shareholders who have not encashed dividend for a period of 7 (seven) years and whose shares were liable to be transferred to IEPF and simultaneously also published advertisements in newspapers on 5th December, 2018, to enable the shareholders to make a valid claim for encashment of dividend for the last 7 (seven) years (starting from 2011-12) and whose dividend were liable to be transferred to IEPF Authority. In absence of any valid claim, unclaimed dividends upto the financial year 2011-2012 (Interim Dividend) have been deposited with the IEPF of the Central Government on 12th March, 2019.
 15. Further, in compliance with Principle Rules along with IEPF Rules and as per Secretarial Standard - 3 issued by the Institute of Company Secretaries of India, the



- Company had transferred 741946 equity shares of ₹ 2/- each, in respect of Interim dividend (2011-12) which were unclaimed / unpaid for seven consecutive years, to the Demat Account of the IEPF Authority, Ministry of Corporate Affairs maintained with Central Depository Services (India) Limited.
16. Members are requested to note that no claim shall lie against the Company in respect of any dividend amount and shares, which were unclaimed and unpaid for a period of 7 years and transferred to IEPF of the Central Government. However, in the event of transfer of shares and the unclaimed dividends amount to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed e-Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with the requisite documents enumerated in the e-Form IEPF-5 to the Registered Office of the Company for verification of the claim. It is advised to read the instructions given in the help-kit carefully before filling the form. Members can file only one consolidated claim in a financial year as per the Principle Rules along with IEPF Rules. The brief procedures / steps for claiming shares and / or dividend from IEPF is provided on page no. 129.
 17. Unclaimed dividend for the financial year 2012-2013 (Interim Dividend) & onwards will be deposited with the IEPF as per aforesaid chart as mentioned in Note 12. Members are requested to ensure that they claim their unclaimed dividends, before it is transferred to the IEPF Authority.
 18. Pursuant to the provisions of the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts of dividend lying with the Company as on 28th July, 2018 (date of last Annual General Meeting) on the website of the Company www.ambujagroup.com and also on the website of Investor Education and Protection Fund Authority, Ministry of Corporate Affairs www.iepf.gov.in.
 19. All documents referred to in the Notice are available for inspection at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m., except Sundays and holidays, upto the date of Meeting and will also be available at the venue of the Meeting. Copies shall be also available for inspection in electronic form on request during the time mentioned above.
 20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be made available for inspection at the venue of the Meeting by the Members attending the Meeting.
 21. The Register of contracts or arrangements, in which Directors are interested shall be produced at the commencement of the Meeting of the Company and shall remain open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting.
 22. Members who hold shares in dematerialised form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the Meeting.
 23. Re-appointment of Directors {Disclosure under Regulation 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement}.
At the Meeting, Shri Sandeep Agrawal retires by rotation and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The information or brief profile to be provided for the aforesaid Director is set out in the Annexure to the Explanatory Statement.
 24. Electronic copy of the Annual Report for 2018-19 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 Ids, physical copies of the Annual Report for 2018-19 are being sent in the permitted mode.
 25. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.ambujagroup.com for download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m., except Sundays and holidays. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the Members may also send requests to the Company's investor services Email Id: investor-jcsl@ambujagroup.com
 26. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Secretarial Standard-2 issued by the Institute of

Company Secretaries of India, as amended from time to time, the Company is pleased to provide Members with the facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

27. The facility for voting through ballot paper shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
28. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
29. **Voting Process and other instructions regarding remote e-voting:**

The remote e-voting period commences on Wednesday, 31st July, 2019 at 9.00 a.m. and ends on Friday, 2nd August, 2019 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 27th July, 2019, may cast their votes electronically. The e-voting module shall be disabled by the CDSL for voting thereafter.

Section A: Voting Process

The Members should follow the following steps to cast their votes electronically:

- Step 1: Open your web browser during the voting period and log on to the e-voting website: www.evotingindia.com
- Step 2: Click on “Shareholders” to cast your vote(s).
- Step 3: Please enter User ID –
 - a. For account holders in CDSL: Your 16 digits beneficiary ID.
 - b. For account holders in NSDL: Your 8 Character DP ID followed by 8 digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 4: Enter the Image Verification as displayed and click on “LOGIN”.
- Step 5: 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 have forgotten the password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.

Step 6: Follow the steps given below if you are:

	6.1 holding shares in physical form or holding shares in demat form and are a first time user:
PAN	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (applicable for both demat Members as well as physical Members). * Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on the address sticker at the back of the Annual Report copy through physical mode and mentioned in the covering E-mail in case of dispatch of soft copy.
DOB [#]	Enter the Date of Birth (DOB) as recorded in your demat account or registered with the Company for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details [#]	Enter the Dividend Bank Details (account number) as recorded in your demat account or registered with the Company for the said demat account or folio.

[#] Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the number of shares held by you prefixed by “GAEL” in the Dividend Bank details field as mentioned above.

6.2 After entering these details appropriately, click on “SUBMIT” tab.

6.3 For Demat holding:

Members holding shares in demat form will now reach “PASSWORD CREATION” menu wherein they are required to create 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.**

For Physical holding:

Members holding shares in physical form will then directly reach the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 7: Click on the EVSN of the Company i.e. 190531011 to vote.

Step 8: 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 for casting your vote. The option “YES” implies that you assent to the resolution and option “NO” implies that you dissent to the resolution.



- Step 9: Click on “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- Step 10: 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.
- Step 11: Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take print-out of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- Step 12: If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- ❖ Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Section B: Other instructions regarding remote e-voting**
- i. Non-Individual Members (i.e. Members other than Individuals, HUF, NRI, Custodian etc.) are additionally requested to note and follow the instructions mentioned below, if they are first time user:
- Non-Individual Members and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which user wishes to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ii. Non-Individual Members (i.e. Members other than Individuals, HUF, NRI, etc.) are required to upload the following in PDF format in the system for the scrutinizer to verify the same:
- a. Copy of the Board Resolution (where institution itself is voting);
 - b. Power of Attorney (PoA) issued in favour of the Custodian (if PoA is not uploaded earlier) as well as Board Resolution of Custodian.
- iii. **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.**
- vi. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- v. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- vi. 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.com under help section or call on 1800225533 or write an email to helpdesk.evoting@cdslindia.com
30. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th July, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Share Transfer Agent’s Email Id at jayvijay@ambujagroup.com
31. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / voting at the Meeting through ballot paper.
32. Shri Niraj Trivedi, Practicing Company Secretary (Membership No. FCS 3844) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
33. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Ballot Paper” / “Polling Paper” for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
34. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than forty eight (48) hours of the conclusion of the Meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
35. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer’s Report shall be placed on the Company’s website www.ambujagroup.com and on the website of CDSL and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited. Members may contact at Email Id helpdesk.evoting@cdslindia.com for any grievances connected with voting by electronic means.
36. The resolutions shall be deemed to be passed on the date of the Meeting, subject to the same being passed with requisite majority.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF, FOR THE TIME BEING IN FORCE)

ITEM NO. 4

Ratification of remuneration of Cost Auditors for the Financial Year 2019-20

The Board of Directors, on the recommendation of the Audit Committee in their respective meetings held on 2nd February, 2019, has approved the appointment and remuneration of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Membership No. 7907) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be subsequently ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

ITEM NO. 5

Remuneration to Non-Executive Directors of the Company

The Directors other than Managing Director and the Whole-time Director of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems and finance.

Taking into account the responsibilities of the Directors other than Managing Director and the Whole-Time Director and to commensurate with the time devoted and the contribution made by them, the Board of Directors is of the view that it is necessary that adequate compensation be given to the Directors other than Managing Director and the Whole-Time Director so as to compensate them for their time and efforts.

The Member at the 23rd Annual General Meeting of the Company held on 13th September, 2014, accorded their consent for the payment of remuneration in the form of profit related commission to the Directors other than Managing Director and the Whole-Time Director be paid / payable for each of

the five financial years commencing from 1st April, 2014, not exceeding one percent (1%) per annum of the net profits of the Company computed in accordance with Sections 197 and 198 of the Companies Act, 2013, such that all the aforesaid Directors taken together shall receive a sum not exceeding ₹ 25,00,000/- (Rupees Twenty Five lacs only) in a financial year.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th May, 2019, subject to the approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of profit related commission not exceeding one percent (1%) per annum of the net profits of the Company computed in accordance with provisions of Section 197 of the Companies Act, 2013 to the Directors of the Company other than Managing Director and Whole-Time Director, for a period of five years commencing from 1st April, 2019 to 31st March, 2024, provided that aforesaid Directors taken together shall receive a sum not exceeding ₹ 25,00,000/- (Rupees Twenty Five Lacs only) in a financial year.

Shri Manish Gupta, Chairman & Managing Director of the Company being relative of Smt. Sulochana Gupta, Non-Executive Director of the Company, is deemed to be concerned or interested in the proposed Resolution to the extent of the remuneration that may be received by her. The other Non-Executive Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the remuneration that may be received by them. Save as aforesaid, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice. This Explanatory Statement may also be regarded as an appropriate disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company

ITEM NO. 6

Appointment of Ms. Maitri Mehta (DIN 07549243) as an Independent Director of the Company

The SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, requires that w.e.f. 1st April, 2019, the Board of Directors of the top 500 listed entities shall have at least one independent woman director by 1st April, 2019 and for top 1000 listed entities by 1st April, 2020.



Accordingly, Ms. Maitri Mehta (DIN 07549243), aged 38 years, is appointed as Non-Executive Independent Director of the Company. She joined the Board of the Directors of the Company on 25th May, 2019 as an Additional Independent Director.

Ms. Maitri Kirankumar Mehta is a practicing Cost Accountant. She is a fellow member of the Institute of Cost Accountants of India (FCMA), MBA (Finance) and Fellow member of Insurance Institute of India (FIII-Life). She is proficient in the field of Cost and Management Accountancy and has an experience of more than 10 years.

Ms. Maitri Mehta does not hold any shares of the Company. Ms. Maitri Mehta is not related to any other directors of the Company.

In terms of the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in their respective meetings held on 25th May, 2019 has appointed Ms. Maitri Mehta as Independent Director in the category of Additional Director, effective from 25th May, 2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Ms. Maitri Mehta hold office upto the date of ensuing Annual General Meeting and is eligible for appointment as Director of the Company. As per Section 149 of the Act, an Independent Director shall hold office for a term upto 5 (five) consecutive years on the Board of a company and shall not be liable to retire by rotation.

Notice under Section 160 of the Act has been received from a member intending to propose the candidature of Ms. Maitri Mehta for appointment as Director of the Company. Ms. Maitri Mehta has given her consent to act as Director.

In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Maitri Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received declarations from Ms. Maitri Mehta that she meets the criteria of independence as stipulated under Section 149(6) read with Schedule IV of the Act and Rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and is independent of the management.

Keeping in view her vast expertise and knowledge, it will be desirable and in the interest of the Company and the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in their respective meetings held on 25th May, 2019 and subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and

other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Nomination and Remuneration Policy of the Company, had approved the appointment of Ms. Maitri Mehta as an Independent Director to hold office for 2 (two) consecutive years commencing from 25th May, 2019.

Her term of office shall not liable to be determined by rotation. Copy of the draft letter for appointment of Ms. Maitri Mehta as an Independent Director, setting out the terms and conditions of appointment is available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to avail services of Ms. Maitri Mehta as an Independent Director.

Except Ms. Maitri Mehta, being an appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution set out in the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company

ITEM NO. 7

Re-appointment of Shri Sandeep Agrawal, Whole-Time Director of the Company w.e.f 1st August, 2019 till 31st July, 2024

Shri Sandeep Agrawal, aged 47 years, is a Commerce Graduate and MBA. He is associated as Director with Gujarat Ambuja Exports Limited (Company) since 1995. Presently, he is Whole-Time Director of the Company. He possesses varied and rich experience of more than 28 years.

He has been vested with the substantial powers of management of various units / divisions of the Company viz. Akola, Uttarakhand, Hubli, Pithampur, Mandsour and Chalisgaon subject to the supervision, control and direction of the Board. Further, he has overview of entire operations of Maize and Agro segments of the Company, monitoring day to day operations and ensures compliances of environmental & local requirements of afore mentioned units / division. He has made expansion of new value added derivatives in Hubli Plant. He is also initiating CSR activities in all plants, setting up bench marking parameters between plants and regular monitoring for improvement, overview of Group HR & IT activities. He plans and organizes the work effectively and in accurate manner, thorough and careful work performance along with monitoring and continually improving processes

and work methods at various plants. He also monitors the commercial operations and expansion of the Chalisgaon unit of the Company.

He is also on the board of Sealac Agro Ventures Limited. He is an Executive & Non Independent Director of the Company and not related with any other Director(s) of the Company. As on 31st March, 2019, he holds 7089 equity shares of ₹ 2/- each of the Company.

Shri Sandeep Agrawal, Whole-Time Director of the Company was re-appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the Members in the 23rd Annual General Meeting held on 13th September, 2014 for a period of 5 (five) years with effect from 1st August, 2014 to 31st July, 2019.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th May, 2019, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Shri Sandeep Agrawal in development and growth of the Company, consent of the Members is sought for the re-appointment of Shri Sandeep Agrawal as a Whole-Time Director of the Company for further period of 5 years w.e.f. 1st August, 2019 to 31st July, 2024, on the terms and conditions mentioned in the resolution and as per draft agreement to be executed between Shri Sandeep Agrawal and the Company.

Shri Sandeep Agrawal satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 (including any amendments thereto) and also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (including any amendments thereto). The terms and condition as set out in this item of the Notice may be treated as a written memorandum setting out the terms of re-appointment of Shri Sandeep Agrawal under Section 190 of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board recommends the resolution for consent of the Members for passing the special resolution in relation to the re-appointment of Shri Sandeep Agrawal as Whole-Time Director of the Company for a period of 5 years w.e.f. 1st August, 2019 till 31st July, 2024.

As per provisions of Section 190 of the Companies Act, 2013, the draft Agreement to be entered into between the Company and Shri Sandeep Agrawal for his re-appointment is available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, except Sundays and Holidays at the Registered Office of the Company.

Shri Sandeep Agrawal, Whole-Time Director of the Company may be considered to be concerned or interested in the said resolution as also in the draft Agreement since it relates to his own re-appointment. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members of the Company.

By Order of the Board

**Place : Ahmedabad
Date : 25th May, 2019**

**Manish Gupta
Chairman & Managing Director
(DIN: 00028196)**

Registered Office:

"Ambuja Tower",
Opp. Sindhu Bhavan, Sindhu Bhavan Road,
Bodakdev, P.O. Thaltej, Ahmedabad - 380 059
CIN: L15140GJ1991PLC016151
Phone: 079-61556677, Fax: 079-61556678
Website: www.ambujagroup.com
Email Id: investor-jcsl@ambujagroup.com



ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) THEREOF, FOR THE TIME BEING IN FORCE) AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Shri Sandeep Agrawal	Ms. Maitri Mehta
Directors Identification Number (DIN)	00027244	07549243
Age	47 Years	38 Years
Qualification	Commerce Graduate and MBA	Cost & Management Accountant and MBA (Finance)
Experience and expertise	28 Years, expertise in Business Management	10 Years, Practicing Cost Accountant, fellow member of the Institute of Cost Accountants of India (FCMA), MBA (Finance) and fellow member of Insurance Institute of India (FIII-Life), proficient in the field of Cost and Management Accountancy
Date of first Appointment on the Board of the Company	7 th January, 1995	25 th May, 2019
Shareholding in Gujarat Ambuja Exports Limited	7089 equity shares as on 31 st March, 2019	Nil
Terms and conditions of re-appointment	As per the resolution at item no. 7 of the Notice convening Annual General Meeting held on 3 rd August, 2019 read with explanatory statement thereto	As per the resolution at item no. 6 of the Notice convening Annual General Meeting held on 3 rd August, 2019 read with explanatory statement thereto
Remuneration last drawn	Refer to Report on Corporate Governance	-
Number of Meetings of the Board attended during the year	4 out of 4	-
List of Directorship held in other companies	Sealac Agro Ventures Limited	<ul style="list-style-type: none"> - Sintex Industries Limited - Dishman Carbogen Amcis Limited - AksharChem (India) Limited - Korba West Power Company Limited - Carbogen Amcis AG, Switzerland
Membership / Chairmanship in Committees of other companies as on date	Refer to Report on Corporate Governance	<ul style="list-style-type: none"> - Sintex Industries Limited <ul style="list-style-type: none"> • Audit Committee • FCCB Committee - Korba West Power Company Limited <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee - AksharChem (India) Limited <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Stakeholders Relationship Committee • CSR Committee
Relationships between Directors inter-se	Refer to Report on Corporate Governance	Nil

