



GUJARAT AMBUJA EXPORTS LIMITED

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of **GUJARAT AMBUJA EXPORTS LIMITED** will be held on Saturday, the 10th September, 2016 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 following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016.
- To confirm the payment of interim dividend on Equity Shares for the Financial Year 2015-16 as final dividend for the Financial Year 2015-16.
- To appoint a Director in place of Shri Mohit Gupta (holding DIN 00028282), who retires by rotation and being eligible, offers himself for re-appointment.
- 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.
- To ratify appointment of the Statutory Auditors and to fix their remuneration and pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Kantilal Patel & Co. (Firm Registration No. 104744W), Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the twenty sixth Annual General Meeting of the Company to be held in the year 2017 at such remuneration plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit to be decided by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

- Appointment of Shri Vishwavir Saran Das (holding DIN 03627147) as an Independent 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 provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vishwavir Saran Das (holding DIN 03627147) who was appointed as an Additional Director with effect from 1st April, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from 1st April, 2016 and whose term of office shall not liable to be determined by rotation.”

- Appointment of Shri Sandeep Singhi (holding DIN 01211070) as an Independent 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 provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sandeep Singhi (holding DIN 01211070) who was appointed as an Additional Director with effect from 30th April, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 5 (five) consecutive years commencing from 30th April, 2016 and whose term of office shall not liable to be determined by rotation.”

- Ratification of remuneration of Cost Auditors for the Financial Year 2016-17**

To consider and if thought fit, to pass with or without modifications, the following resolutions as **Ordinary Resolutions**:

“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) 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., the 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 2016-17, 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.”

By Order of the Board

Place : Ahmedabad
Date : 30th July, 2016

Registered Office:
“Ambuja Tower”,
Opp. Memnagar Fire Station,
P.O. Navjivan, Navrangpura,
Ahmedabad - 380 014
CIN: L15140GJ1991PLC016151
Phone: 079-26423316-20, 26405535-37 & 39
Fax: 079-26423079
Website: www.ambujagroup.com
Email Id: info@ambujagroup.com

Vijaykumar Gupta
Chairman and Managing Director
(DIN: 00028173)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 25TH ANNUAL GENERAL MEETING (AGM) 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, in respect of Special Business i.e. item nos. 6 to 8, as set out above is annexed hereto.
3. Register of members and share transfer books of the Company will remain closed from 3rd September, 2016 to 10th September, 2016 (both days inclusive).
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. 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.
6. 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.
7. 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.
8. 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.
9. Unclaimed dividends upto 2008-2009 (Interim Dividend) have been deposited with the Central Government and/or Investors Education and Protection Fund, as the case may be. Unclaimed dividend for the year 2009-2010 (Interim Dividend) & onwards will be deposited with the Investors Education and Protection Fund 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
2009-10	28 th September, 2010 Interim : Note:a	15 th February, 2010	6 th March, 2010	30 th January, 2017	6 th March, 2017
2010-11	11 th August, 2011 Interim : Note:b	21 st February, 2011	8 th March, 2011	1 st February, 2018	8 th March, 2018
2011-12	29 th September, 2012 Interim : Note:c	27 th February, 2012	12 th March, 2012	6 th February, 2019	12 th March, 2019
2012-13	14 th September, 2013 Interim : Note:d	7 th August, 2012	25 th August, 2012	21 st July, 2019	25 th August, 2019
2013-14	13 th September, 2014 Interim : Note:e	15 th November, 2013	30 th November, 2013	26 th October, 2020	30 th November, 2020
2014-15	12 th September, 2015 Interim : Note:f	24 th September, 2014	11 th October, 2014	6 th September, 2021	11 th October, 2021
2015-16	10 th September, 2016 Interim : Note:g (Ensuuing AGM)	20 th February, 2016	5 th March, 2016	30 th January, 2023	5 th March, 2023

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

Note:

- a. For F.Y. 2009-10, Interim Dividend @ 20% p.a. was approved at the meeting of Board of Directors held on 30th January, 2010 and was paid as interim dividend and the same was approved/ confirmed by the Members at the 19th Annual General Meeting held on 28th September, 2010.
- b. For F.Y. 2010-11, Interim Dividend @ 30% p.a. was approved at the meeting of Board of Directors held on 1st February, 2011 and was paid as interim dividend and the same was approved/ confirmed by the Members at the 20th Annual General Meeting held on 11th August, 2011.
- c. For F.Y. 2011-12, Interim Dividend @ 30% p.a. was approved at the meeting of the Board of Directors held on 6th February, 2012 and was paid as interim dividend and the same was approved/ confirmed by the Members at the 21st Annual General Meeting held on 29th September, 2012.
- d. 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.
- e. 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.



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- f. 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.
 - g. For F.Y. 2015-16, Interim Dividend @ 40% p.a. i.e. ₹ 0.80/- per Equity Share of ₹ 2/- each for F.Y. 2015-16 was approved at the meeting of Board of Directors held on 30th January, 2016 and the same had been paid to Members / beneficial owners as on record date. The approval of Members to confirm the payment of interim dividend as final dividend for F.Y. 2015-16 is sought for, at the ensuing Annual General Meeting.
10. 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 12th September, 2015 (date of last Annual General Meeting) on the website of the Company (www.ambujagroup.com) and also on the website of Ministry of Corporate Affairs.
 11. 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.
 12. 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.
 13. 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.
 14. Copy of annual accounts of the subsidiary company and the related detailed information will be made available to Members of the Company, desirous of seeking such information at any point of time. Same are also kept for inspection by any Members at the Registered Office of the Company, during business hours. Members may note that hard copy of details of accounts of the subsidiary company shall be furnished to Member on demand.
 15. 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.
 16. Re-appointment of Directors {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}.

At the Meeting, Shri Mohit Gupta and Shri Sandeep Agrawal retires by rotation and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment. The information or details to be provided for the aforesaid Directors are as under:

- a. Shri Mohit Gupta, aged 34 years, is young and dynamic entrepreneur with Diploma in International Business Management and Human Resource Management, Family Business Management from S. P. Jain Institute of Management and Research and Diploma in Computer Information System from University of South Alabama, U.S.A. He joined the Company as Director w.e.f. 30th July, 2005 and as Joint Managing Director w.e.f. 1st August, 2008 and continuing till date. He is having managerial experience of more than 11 years and is a young and dynamic entrepreneur. He is one of the promoter of the Company and contributory to the growth of the Company. He is son of Shri Vijaykumar Gupta & Smt. Sulochana Gupta and brother of Shri Manish Gupta. His other Directorship includes Jay Agriculture & Horticulture Products Private Limited. As on 31st March, 2016, he holds 2,24,47,442 Equity Shares of ₹ 2/- each of the Company.
 - b. Shri Sandeep Agrawal, aged 44 years, is a Commerce Graduate and MBA. He is associated as Director with the Company w.e.f. 7th January, 1995. Presently he is Whole-Time Director of the Company. He possesses varied and rich experience of more than 24 years. His other Directorship includes Sealac Agro Ventures Limited. He is not related to any other Director/Key Managerial Personnel of the Company. As on 31st March, 2016, he holds 2,700 Equity Shares of ₹ 2/- each of the Company.
17. Electronic copy of the Annual Report for 2015-16 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 2015-16 are being sent in the permitted mode.
 18. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.ambujagroup.com for their 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 Email Id: investor-jcsl@ambujagroup.com
 19. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 25th 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).
 20. 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.
 21. 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.

22. Voting Process and other instructions regarding remote e-voting:

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 –

- For account holders in CDSL: Your 16 digits beneficiary ID.
- For account holders in NSDL: Your 8 Character DP ID followed by 8 digits Client ID.
- 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. 160620003 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.

Step 9: Click on Resolution File link if you wish to view the Notice.

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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Section B: Other instructions regarding remote e-voting

i. The remote e-voting period shall commence on Wednesday, 7th September, 2016 at 9.00 A.M. and ends on Friday, 9th September, 2016 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. 3rd September, 2016, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.

ii. Non-Individual Members (i.e. Members other than Individuals, HUF, NRI, 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.

iii. 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:

- Copy of the Board Resolution (where institution itself is voting);
- Power of Attorney (PoA) issued in favour of the Custodian (if PoA is not uploaded earlier) as well as Board Resolution of custodian.



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- iv. 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.
 - v. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - vi. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 - vii. 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 18002005533 or write an email to helpdesk.evoting@cdslindia.com
23. 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. 3rd September, 2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Share Transfer Agent’s Email Id at javvijay@ambujagroup.com
 24. 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.
 25. 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.
 26. 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” / “Poling Paper” for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
 27. 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 three (3) days 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.
 28. 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.
 29. 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 (“THE ACT”)

ITEM NO. 6

Appointment of Shri Vishwavir Saran Das (holding DIN 03627147) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Vishwavir Saran Das as an Additional Director to hold office as an Independent Director of the Company with effect from 1st April, 2016.

Shri Vishwavir Saran Das, aged 63 years, is B.A. (Economics), MBA (Specialization in HRM) and Certified Associate of Indian Institute of Bankers. He retired as Executive Director in Reserve Bank of India (RBI) where he served for over 36 years in almost all central banking areas. At the time of his retirement on 31st July, 2012, his responsibilities related to the oversight of Financial Stability, Communication, Financial Education and Board matters. He was also the Appellate Authority under the Right to Information Act. During his long tenure with RBI, he has led in many functional areas such as HR, banking regulation/supervision, regulation of NBFCS, foreign exchange regulations, promotion of lending to the priority sectors, financial inclusion and financial literacy, payment and settlement systems, O&M, IT projects, currency management, public debt management and central bank accounting systems and policies. He has served on the Working Group constituted by the Financial Stability Board to study the impact of regulatory reforms on Emerging Market Developing Economies. He is on the Board of the Company since 1st April, 2016 as an Independent Director. His other Directorships include IDFC Asset Management Company Limited and JCB India Limited. He is also on the panel of arbitrators of the National Stock Exchange of India Limited, BSE Limited and MCX Limited, advisor to Gujarat Urban Co-operative Bank’s Federation, Open Futures Private Limited & Centre for Tax Awareness & Research. He is member of Nomination and Remuneration Committee of the Company. He is also Chairman of Audit Committee and member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee in IDFC Asset Management Company Limited and member of Audit Committee and Nomination and Remuneration Committee in JCB India Limited. He is not related to any other Director/Key Managerial Personnel of the Company. He does not hold any shares in Gujarat Ambuja Exports Limited as on 31st March, 2016.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of Members. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Vishwavir Saran Das for the office of Director of the Company.

Shri Vishwavir Saran Das is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Shri Vishwavir Saran Das that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Shri Vishwavir Saran Das fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Regulations. Shri Vishwavir Saran Das is independent of the Management.

The Nomination and Remuneration Committee has recommended the appointment of Shri Vishwavir Saran Das as an Independent Director to hold office for a term upto 5 (five) consecutive years commencing from 1st April, 2016 whose term of office shall not liable to be determined by rotation. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Vishwavir Saran Das is appointed as an Independent Director. Copy of the draft letter for appointment of Shri Vishwavir Saran Das as an Independent Director, setting out the terms and conditions of appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, excluding Sundays. 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.

Accordingly, the Board recommends the resolution in relation to appointment of Shri Vishwvir Saran Das as an Independent Director, for the approval by the Members of the Company.

Except Shri Vishwvir Saran Das, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 7

Appointment of Shri Sandeep Singhi (holding DIN 01211070) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Sandeep Singhi as an Additional Director to hold office as an Independent Director of the Company with effect from 30th April, 2016.

Shri Sandeep Singhi, aged 50 years, is B.Sc., LL. B. and is an advocate by profession. He is a Partner of M/s. Singhi & Co., Advocates & Notary. He is enrolled as an Advocate with the Bar Council of Gujarat since 1989. He is also member of International Bar Association. He is also on the Board of The Sandesh Limited. He is member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee in The Sandesh Limited. He doesn't hold membership/chairmanship in any of the Committees of the Board of the Company. He is not related to any other Director/Key Managerial Personnel of the Company. He does not hold any shares in Gujarat Ambuja Exports Limited as on 31st March, 2016.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of Members. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Sandeep Singhi for the office of Director of the Company.

Shri Sandeep Singhi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Shri Sandeep Singhi that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Shri Sandeep Singhi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Regulations. Shri Sandeep Singhi is independent of the Management.

The Nomination and Remuneration Committee has recommended the appointment of Shri Sandeep Singhi as an Independent Director to hold office for a term upto 5 (five) consecutive years commencing from 30th April, 2016 whose term of office shall not liable to be determined by rotation. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Sandeep Singhi is appointed as an Independent Director. Copy of the draft letter for appointment of Shri Sandeep Singhi as an Independent Director, setting out the terms and conditions of appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, excluding Sundays. 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.

Accordingly, the Board recommends the resolution in relation to appointment of Shri Sandeep Singhi as an Independent Director, for the approval by the Members of the Company.

Except Shri Sandeep Singhi, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 8

Ratification of remuneration of Cost Auditors for the Financial Year 2016-17

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. N. D. Birla & Co., the Cost Accountants, Ahmedabad (Membership No. 7907) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, 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 2016-17.

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 resolution for Member's approval.

By Order of the Board

Vijaykumar Gupta
Chairman and Managing Director
(DIN: 00028173)

Place : Ahmedabad

Date : 30th July, 2016

Registered Office:

"Ambuja Tower",

Opp. Memnagar Fire Station,

P.O. Navjivan, Navrangpura,

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GUJARAT AMBUJA EXPORTS LIMITED

ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 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 Mohit Gupta	Shri Sandeep Agrawal	Shri Vishwvir Saran Das	Shri Sandeep Singhi
Directors Identification Number (DIN)	00028282	00027244	03627147	01211070
Age	34 Years	44 Years	63 Years	50 Years
Qualification	Diploma in International Business Management and Human Resource Management, Family Business Management from S. P. Jain Institute of Management and Research and Diploma in Computer Information System from University of South Alabama, U.S.A.	B. Com., MBA	B.A. (Economics), MBA (Specialization in HRM) and Certified Associate of Indian Institute of Bankers	B.Sc., LL. B.
Experience and expertise	11 Years, expertise in Business Management	24 Years, expertise in Business Management	36 Years, expertise in banking, HR, finance and legal sectors	27 Years, experience in legal field
Date of first Appointment on the Board of the Company	30 th July, 2005	7 th January, 1995	1 st April, 2016	30 th April, 2016
Shareholding in Gujarat Ambuja Exports Limited	2,24,47,442 equity shares	2,700 equity shares	Nil	Nil
List of Directorship held in other companies	Jay Agriculture & Horticulture Products Private Limited	Sealac Agro Ventures Limited	- IDFC Asset Management Company Limited - JCB India Limited	The Sandesh Limited
Membership / Chairmanship in Committees of other companies as on date	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE	<ul style="list-style-type: none"> • IDFC Asset Management Company Limited - Audit Committee (Chairman) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) • JCB India Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member) 	<ul style="list-style-type: none"> • The Sandesh Limited - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Stakeholders Relationship Committee (Member)
Relationships between Directors inter-se	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE	Nil	Nil

Route map to the venue of the AGM



AMA
Ahmedabad Management Association
Dr. Vikram Sarabhai Road,
Vastrapur,
Ahmedabad - 380015

