



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\STOCK30\2018\43

Date : 2nd July, 2018

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
---	---

Sub:- Notice of Twenty Seventh Annual General Meeting of the Members of the Company

Dear Sir/Madam,

The Notice calling the Twenty Seventh Annual General Meeting of the members of the Company scheduled to be held on Saturday, the 28th July, 2018 at 03.00 p.m. at H. T. Parekh Hall, Ahmedabad Management Association, Vastrapur, Ahmedabad – 380 015, containing the business to be transacted thereat, is attached herewith.

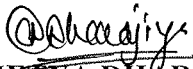
As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members the facility to 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 Seventh Annual General Meeting of the Members of **GUJARAT AMBUJA EXPORTS LIMITED** will be held on Saturday, 28th July, 2018 at 3.00 p.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, 2018 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2018.
2. To declare Final Dividend on equity shares for the financial year 2017-18.
3. To appoint a Director in place of Shri Manish Gupta (holding DIN 00028196), 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 2018-19

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(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 2018-19, 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. Re-appointment of Shri Vijaykumar Gupta as Chairman & Managing Director of the Company w.e.f. 1st April, 2018 upto 23rd May, 2018

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

“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, 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 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 any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Shri Vijaykumar Gupta (DIN 00028173), as Chairman & Managing Director of the Company for a period with effect from 1st April, 2018 upto 23rd May, 2018 on the terms and conditions as mentioned below and 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 and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1. Term of Appointment:

With effect from 1st April, 2018 to 23rd May, 2018

2. Remuneration:

I Salary: ₹ 4,00,000/- per month upto a maximum of ₹ 7,00,000/- per month with increments as may be decided by the Board of Directors from time to time.

II Perquisites and allowances: In addition to the salary, Shri Vijaykumar Gupta 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 ₹ 3,00,000/- per month (Rupees Three Lacs Only). The nature and break up of the perquisites and allowances will be determined in accordance with the 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.

III Commission: In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to



the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

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 Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (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 Managing 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, allowances and commission in any one financial year, as may be decided by the Board of Directors, i.e. total remuneration may exceed 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, however the 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 read with Schedule V of the Companies Act, 2013 or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard).

The total managerial remuneration payable by the Company, to the directors, including managing director and whole-time director and manager in respect of any financial year may exceed 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, subject to necessary approvals as prescribed under Section 197 of the Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard.

5. Other Terms and Conditions:

- a. Shri Vijaykumar Gupta, shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board.
- b. As long as Shri Vijaykumar Gupta functions as Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- c. Shri Vijaykumar Gupta shall be liable to retire by rotation whilst he continues to hold office of Managing Director; however his retirement will not break his length of service.
- d. Shri Vijaykumar Gupta 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 on the business of the Company.
- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. 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 Vijaykumar Gupta as Chairman & Managing 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 Managing 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 Vijaykumar Gupta, Chairman & Managing Director of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.”

“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.”

6. Re-appointment of Shri Manish Gupta as Chairman & Managing Director of the Company w.e.f. 28th December, 2018 till 27th December, 2023

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

“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, 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 any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Shri Manish Gupta (DIN 00028196), as Chairman & Managing Director of the Company for a period of 5 (five) years with effect from 28th December, 2018 upto period ended 27th December, 2023 on the terms and conditions as mentioned in the draft agreement to be entered into between the Company and Shri Manish Gupta, 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 Manish Gupta within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1. Term of Appointment:

With effect from 28th December, 2018 to 27th December, 2023

2. Remuneration:

I Salary: ₹ 4,00,000/- per month upto a maximum of ₹ 7,00,000/- per month with increments as may be decided by the Board of Directors from time to time.

II Perquisites and allowances : In addition to the salary, Shri Manish Gupta 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 ₹ 3,00,000/- per month (Rupees Three Lacs 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.

III Commission: In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

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 Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (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 Managing 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, allowances and commission in any one financial year, as may be decided by the Board of Directors, i.e. total remuneration may exceed 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, however the 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 read with Schedule V of the Companies Act, 2013 or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard).

The total managerial remuneration payable by the Company, to the directors, including managing director and whole-time director and manager, in respect of any financial year may exceed 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, subject to necessary approvals as prescribed under Section 197 of the Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) / modification(s) in the Rules, Act and/or applicable laws in this regard.

5. Other Terms and Conditions:

- a. Shri Manish Gupta, shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board.
- b. As long as Shri Manish Gupta functions as Chairman & Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- c. Shri Manish Gupta shall be liable to retire by rotation whilst he continues to hold office of Managing Director; however his retirement will not break his length of service.
- d. Shri Manish Gupta 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 on the business of the Company.

- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. 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 Manish Gupta as Chairman & Managing 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 Annual 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 aforesaid when the profits of the Company are adequate."

"RESOLVED FURTHER THAT the office of Managing 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 Manish Gupta, Chairman & Managing Director of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company."

"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 Manish Gupta, 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."

7. Re-appointment of Shri Rohit Patel (DIN 00012367) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 19th May, 2018 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Rohit Patel (DIN 00012367) whose current period of office is expiring on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 2 (two) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2021."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Shri Rohit Patel on attaining the age of 75 (seventy five) years on 22nd February, 2021, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 2 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018."

"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."

8. Re-appointment of Shri Sudhin Choksey (DIN 00036085) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 19th May, 2018 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Sudhin Choksey (DIN 00036085) whose current period of office is expiring on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 1st April, 2019 upto 31st March, 2024."

"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
Managing Director
(DIN: 00028196)

Place : Ahmedabad
Date : 16th June, 2018

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 27TH 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, in respect of Special Business i.e. item nos. 4 to 8, 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 Listing Regulations, the Register of members and share transfer books of the Company will remain closed from Saturday, 21st July, 2018 to Saturday, 28th July, 2018 (both 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/dispensed to the members on or after 1st August, 2018:
 - 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, 20th July, 2018; 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, 20th July, 2018.

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 javvijay@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. Unclaimed dividends upto the financial year 2010-2011 (Interim Dividend) have been deposited with the Central Government and/or Investors Education and Protection Fund (IEPF), as the case may be. Unclaimed dividend for the financial year 2011-2012 (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
2011-12	29 th September, 2012 Interim : Note: a	27 th February, 2012	12 th March, 2012	6 th February, 2019	12 th March, 2019
2012-13	14 th September, 2013 Interim : Note: b	7 th August, 2012	25 th August, 2012	21 st July, 2019	25 th August, 2019
2013-14	13 th September, 2014 Interim : Note: c	15 th November, 2013	30 th November, 2013	26 th October, 2020	30 th November, 2020
2014-15	12 th September, 2015 Interim : Note: d	24 th September, 2014	11 th October, 2014	6 th September, 2021	11 th October, 2021
2015-16	10 th September, 2016 Interim : Note: e	20 th February, 2016	5 th March, 2016	30 th January, 2023	5 th March, 2023
2016-17	9 th September, 2017 Final : Note: f	14 th September, 2017	15 th October, 2017	9 th September, 2024	15 th October, 2024

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

Note:

- a. For F.Y. 2011-12, Interim Dividend @ 30% p.a. was approved at the meeting of 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.
 - b. 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.
 - c. 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.
 - d. 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.
 - e. 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.
 - f. 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.
11. 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.
12. In compliance with Principle Rules along with IEPF Rules, the Company had sent reminder letters to those shareholders who have not encashed dividend for a period of 7 (seven) years and whose shares are liable to be transferred to IEPF and simultaneously published advertisements in newspapers on 29th October, 2016 and also on 1st May, 2017, to enable the shareholders to make a valid claim for encashment of dividend. After that the Company had again sent final reminder notice on 9th November, 2017 to concerned shareholders to make a valid claim for encashment of dividend.
13. The Ministry of Corporate Affairs (MCA) on 16th October, 2017, came up with notification on "Transfer of Shares to IEPF Authority" wherein the due date for transfer of shares by the Companies was 30th October, 2017. The requisite transfer of shares to the IEPF Authority was required to be completed by the Company on or before 30th November, 2017. In compliance with aforesaid notification, the Company had transferred 4494755 equity shares of ₹ 2 each, in respect of Interim dividend (2009-10) 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. The Company has uploaded the details of the aforesaid transfer of shares on the website of the Company (www.ambujagroup.com).
14. 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.
15. In terms of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF. In compliance with IEPF Rules, the Company had published advertisements in newspapers on 5th January, 2018, to enable the shareholders to make a valid claim for encashment of dividend for the last 7 (seven) years (starting from 2010-11) and whose dividend are liable to be transferred to IEPF Authority. In absence of any



valid claim, unclaimed dividends upto the financial year 2010-2011 (Interim Dividend) have been deposited with the IEPF of the Central Government on 8th March, 2018.

16. Unclaimed dividend for the financial year 2011-2012 (Interim Dividend) & onwards will be deposited with the IEPF as per aforesaid chart as mentioned in Note 10. Members are requested to ensure that they claim their unclaimed dividends, before it is transferred to the IEPF Authority.
17. 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 9th September, 2017 (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).
18. 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.
19. 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.
20. 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.
21. 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.
22. Re-appointment of Directors {Disclosure under Regulation 36(3) of the Listing Regulations 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 Manish Gupta 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.
23. Electronic copy of the Annual Report for 2017-18 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 2017-18 are being sent in the permitted mode.

24. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2017-18 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
25. 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 Listing Regulations 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 27th 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).
26. 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.
27. 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.
28. **Voting Process and other instructions regarding remote e-voting:**

The remote e-voting period commences on Wednesday, 25th July, 2018 at 9.00 a.m. and ends on Friday, 27th July, 2018 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, 21st July, 2018, may cast their votes electronically. The e-voting module shall be disabled 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 –
- 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. 180619015 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 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. i Phone 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

- 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.
- 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
29. 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. Saturday, 21st July, 2018, 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
30. 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.
31. 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.
32. 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.
33. 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.
34. 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.
35. 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. 4

Ratification of remuneration of Cost Auditors for the Financial Year 2018-19

The Board, on the recommendation of the Audit Committee, 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, 2019.

In accordance with the provisions of Section 148 of the Act 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 2018-19.

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.

ITEM NO. 5**Re-appointment of Shri Vijaykumar Gupta as Chairman & Managing Director of the Company w.e.f. 1st April, 2018 upto 23rd May, 2018**

Shri Vijaykumar Gupta, aged 68 years, with qualification of BDS degree, had more than 47 years of rich industrial experience and managerial experience. He joined the Company as Director w.e.f. 21st August, 1991. He had set up industrial empire in Gujarat in the name of Gujarat Ambuja Exports Limited ("the Company"). He was one of the promoter, industrialist and Chairman & Managing Director and main contributory to the growth and development of the Company having a net worth of more than ₹ 1022 crores with a turnover of ₹ 3377 crores (financial year 2017-18). Shri Vijaykumar Gupta, with his vision and sheer dedication, has set up diversified divisions in Gujarat and had varied interest in Oil Seed Processing, Maize Based Starch & Other Products, Wheat Flour, Ring Spinning of Cotton Yarn, Windmills & Cattle Feed. Shri Vijaykumar Gupta, who was well-versed in understanding Agro products markets, was also equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality and his services were indispensable. He had been actively involved in business strategy, business development and research and development functions in the Company. The community focused activities also led by Shri Vijaykumar Gupta have been useful to a large number of beneficiaries. His other Directorships included Maharashtra Ambuja Exports Limited, Maharashtra Ambuja Biotech Limited, Jay Agriculture & Horticulture Products Private Limited, Jay Ambe Infra Projects Private Limited, Esveegee Realty (Gujarat) Private Limited and Esveegee Starch and Chemicals Private Limited. He was Chairman of Corporate Social Responsibility Committee, Share Transfer Committee, Investment Committee and Internal Committee. He was also a member in Stakeholders Relationship Committee. He was father of Shri Manish Gupta and husband of Smt. Sulochana Gupta, the Directors of the Company. As on 31st March, 2018, he was holding 2,08,41,083 equity shares of ₹ 2/- each of the Company.

Shri Vijaykumar Gupta was re-appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013{corresponding Sections 198, 269, 309 & 310 read with Schedule XIII of the erstwhile Companies Act, 1956} by the members of the Company at the 21st Annual General Meeting held on 29th September, 2012 for a period of 5 years w.e.f. 1st April, 2013 and his term has expired on 31st March, 2018.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 3rd February, 2018, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Shri Vijaykumar Gupta in development and growth of the Company, consent of the Members was sought for the re-appointment of Shri Vijaykumar Gupta as Chairman & Managing Director of the Company for further period of 5 years w.e.f. 1st April, 2018 to 31st March, 2023, on the terms and conditions as set out in this item of the Notice

and as enumerated in the Agreement dated 10th March, 2018 entered into between the Company and Shri Vijaykumar Gupta. However considering the unexpected demise of Shri Vijaykumar Gupta, Chairman & Managing Director of the Company, on 23rd May, 2018, the Nomination and Remuneration Committee on 12th June, 2018 recommended and the Board of Directors on 16th June, 2018 approved, the revision in terms of re-appointment of Shri Vijaykumar Gupta as Chairman & Managing Director of the Company for a period w.e.f. 1st April, 2018 upto 23rd May, 2018, subject to approval of Members at this Annual General Meeting of the Company, on the terms and conditions as set out in this item of the Notice and aforesaid agreement.

Shri Vijaykumar Gupta satisfied all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

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

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Vijaykumar Gupta as Chairman & Managing Director of the Company w.e.f. 1st April, 2018 upto 23rd May, 2018.

A Copy of Agreement entered into between the Company and Shri Vijaykumar Gupta for re-appointment of his terms is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Shri Manish Gupta and Smt. Sulochana Gupta may be considered as concerned or interested in the same, being relatives of Shri Vijaykumar Gupta. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6**Re-appointment of Shri Manish Gupta as Chairman & Managing Director of the Company w.e.f. 28th December, 2018 till 27th December, 2023**

Shri Manish Gupta, aged 46 years, a young and dynamic entrepreneur, is a Commerce graduate with a vast managerial experience of over 27 years. He joined the Company as Director w.e.f. 21st August, 1991. He is one of the promoters and main contributory to the growth and development of Gujarat Ambuja Exports Limited ("the Company"), having net worth of more than ₹ 1022 crores with a turnover of ₹ 3377 crores (financial year 2017-18). Over a decade's performance, the Company continues to be the most profitable Company in the agro based and manufacturing industry, with a net profit of ₹ 179.88 crores. He is a perfect executionist of the mission and vision of the Company. Shri Manish Gupta, who is well-versed in understanding Agro products markets as well as international market, is equally excellent in ensuring growth



by improving productivity, cost control, large size operations & consistently improving quality. There has been considerable synergy in his leading in segments of business and his effective contribution has fostered the growth of the Company's business. His vision on development of Export - Import trade, increasing presence of the Company and its products worldwide and thorough competence in EXIM Policy, Forex and Monitoring Manufacturing operations are unmatched. Shri Manish Gupta has developed a core team to head all the strategic business units and has hands on approach to manage the business. Shri Manish Gupta is overseeing the day-to-day functioning of the Company at all levels. The community focused activities also led by Shri Manish Gupta have been useful to a large number of beneficiaries. He also holds Directorships in other companies namely Maharashtra Ambuja Exports Limited, Maharashtra Ambuja Biotech Limited, Royale Exports Limited (Srilanka), Jay Agriculture and Horticulture Products Private Limited and Jay Ambe Infra Projects Private Limited. He is Chairman of Risk Management Committee, Share Transfer Committee, Corporate Social Responsibility Committee, Investment Committee and Internal Committee of Directors of the Company. He is also member of Stakeholders Relationship Committee of the Company. He is related with Smt. Sulochana Gupta, Director of the Company. As on 31st March, 2018, he holds 3,75,85,230 equity shares of ₹ 2/- each of the Company.

Shri Manish Gupta, Managing Director of the Company was re-appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 {corresponding Sections 198, 269, 309 & 310 read with Schedule XIII of the erstwhile Companies Act, 1956} by the Members in the 22nd Annual General Meeting held on 14th September, 2013 for a period of 5 (five) years with effect from 28th December, 2013 to 27th December, 2018. Further, variation in the terms of appointment and revision in terms of remuneration of Shri Manish Gupta was considered and approved by the Members in the 23rd Annual General Meeting held on 13th September, 2014 and 26th Annual General Meeting held on 9th September, 2017 respectively.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 3rd February, 2018, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Shri Manish Gupta in development and growth of the Company, consent of the Members was sought for the re-appointment of Shri Manish Gupta as a Managing Director of the Company for further period of 5 years w.e.f. 28th December, 2018 to 27th December, 2023, on the terms and conditions as set out in this item of the Notice and as per draft agreement to be executed between Shri Manish Gupta and the Company.

Considering the unexpected demise of Shri Vijaykumar Gupta, Chairman & Managing Director of the Company on 23rd May, 2018, the Nomination and Remuneration Committee on 12th June, 2018 recommended and the Board of Directors on 16th June, 2018 approved the re-designation of Shri Manish Gupta from "Managing Director" to "Chairman & Managing

Director", of the Company on the same terms and conditions including remuneration as approved earlier by the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 3rd February, 2018 and subject to approval of Members at this Annual General Meeting of the Company.

Shri Manish Gupta satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

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

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Manish Gupta as Chairman & Managing Director of the Company w.e.f. 28th December, 2018 till 27th December, 2023.

The draft Agreement to be entered into between the Company and Shri Manish Gupta for his re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Shri Manish Gupta, Chairman & Managing 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. Smt. Sulochana Gupta may also be considered as concerned or interested in the same, being relative of Shri Manish Gupta. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 7

Re-appointment of Shri Rohit Patel (DIN 00012367) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 23rd Annual General Meeting held on 13th September, 2014, Shri Rohit Patel was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Shri Rohit Patel will complete his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term.

Shri Rohit Patel, aged 72 years, is B.E. II (Electrical) and consultant on Management and Human Resources Management. He is having more than 37 years of experience in training people for Communication - Time Management. He is on the Board of the Company since 30th July, 2005 as an Independent Director. He has been visiting faculty to various organizations, institutions, associations and universities. He is writer of several books on personality development and

management. He is also a Professional Lecturer (Guest Faculty) at Bank of Baroda, EDI, AMA, CED, etc. He has established Symcom Corporation in the year 1971, the first private organization to impart training in computers, sales, TOEFL and practical job oriented courses. He is a member of Programme Committee of Ahmedabad Management Association. His other Directorships include Vadilal Chemicals Limited. He is the Chairman of Stakeholders Relationship Committee of the Company. He is also a member in Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company. As on 31st March, 2018, he does not hold any shares of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Shri Rohit Patel will attain the age of 75 years on 22nd February, 2021 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 19th May, 2018, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Rohit Patel (DIN 00012367) as an Independent Non-Executive Director of the Company, for the second term of 2 (two) years w.e.f. 1st April, 2019 upto 31st March, 2021, who will also attain the age of 75 (seventy five) years on 22nd February, 2021 during the above term of re-appointment, the continuation of such appointment for 2 years even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018. Further Shri Rohit Patel shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri Rohit Patel, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Rohit Patel confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of

the Listing Regulations, as amended from time to time. Shri Rohit Patel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri Rohit Patel to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Shri Rohit Patel setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations 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 his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Rohit Patel as an Independent Director of the Company.

Except Shri Rohit Patel, 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 the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM NO. 8

Re-appointment of Shri Sudhin Choksey (DIN 00036085) as an Independent Director of the Company

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 23rd Annual General Meeting held on 13th September, 2014, Shri Sudhin Choksey was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Shri Sudhin Choksey will complete his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term.

Shri Sudhin Choksey, aged 64 years, the Managing Director of GRUH Finance Limited, is a fellow member of the Institute of Chartered Accountants of India. He is on the Board of the Company since 6th February, 2012 as an Independent Director. He has more than 40 years of working experience of handling functional areas of finance, commercial and general management in India and abroad. His other Directorships include GRUH Finance Limited, Deepak Nitrite Limited, Light Microfinance Private Limited and HDFC Credila Financial Services Private Limited. He is the Chairman of Audit



Committee of the Company. As on 31st March, 2018, he does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 19th May, 2018, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Sudhin Choksey (DIN 00036085) as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 1st April, 2019 upto 31st March, 2024 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri Sudhin Choksey, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Sudhin Choksey confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Shri Sudhin Choksey is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for

proposing the candidature of Shri Sudhin Choksey to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Shri Sudhin Choksey setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations 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 his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Sudhin Choksey as an Independent Director of the Company.

Except Shri Sudhin Choksey, 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 the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

By Order of the Board

Manish Gupta
Managing Director
(DIN: 00028196)

Place : Ahmedabad
Date : 16th June, 2018

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 LISTING REGULATIONS 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 Vijaykumar Gupta	Shri Manish Gupta	Shri Rohit Patel	Shri Sudhin Choksey
Directors Identification Number (DIN)	00028173	00028196	00012367	00036085
Age	68 Years	46 Years	72 Years	64 Years
Qualification	BDS	B. Com.	B.E. II (Electrical)	Chartered Accountant
Experience and expertise	46 Years, expertise in Business Management	26 Years, expertise in Business Management	37 Years, expertise in training people for Communication - Time Management	40 Years handling functional areas of Finance, Commercial and General Management
Date of first Appointment on the Board of the Company	21 st August, 1991	21 st August, 1991	30 th July, 2005	6 th February, 2012
Shareholding in Gujarat Ambuja Exports Limited	2,08,41,083 equity shares	3,75,85,230 equity shares	Nil	Nil
Terms and conditions of re-appointment	As per the resolution at item no. 5 of the Notice convening Annual General Meeting held on 28 th July, 2018 read with explanatory statement thereto	As per the resolution at item no. 6 of the Notice convening Annual General Meeting held on 28 th July, 2018 read with explanatory statement thereto	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e. www.ambujagroup.com	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e. www.ambujagroup.com
Remuneration last drawn	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Number of Meetings of the Board attended during the year	3 out of 4	4 out of 4	3 out of 4	3 out of 4
List of Directorship held in other companies	• Maharashtra Ambuja Exports Limited • Maharashtra Ambuja Biotech Limited • Jay Agriculture and Horticulture Products Private Limited • Jay Ambe Infra Projects Private Limited • Esveegee Realty (Gujarat) Private Limited • Esveegee Starch and Chemicals Private Limited	• Maharashtra Ambuja Exports Limited • Maharashtra Ambuja Biotech Limited • Royale Exports Limited (Srilanka) • Jay Agriculture and Horticulture Products Private Limited • Jay Ambe Infra Projects Private Limited	• Vadilal Chemicals Limited	• GRUH Finance Limited • Deepak Nitrite Limited • Light Microfinance Private Limited • HDFC Credila Financial Services Private Limited
Membership / Chairmanship in Committees of other companies as on date	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Relationships between Directors inter-se	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance



GUJARAT AMBUJA EXPORTS LIMITED

CIN: L15140GJ1991PLC016151

Registered Office: "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380 059

Phone: 079-61556677, Fax: 079-61556678

Website: www.ambujagroup.com Email Id: investor-jcsl@ambujagroup.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)	
Registered Address	
Email Id	
Folio No./ Client Id	
DP Id	

PROXY FORM

I/We, being the member(s) of _____ shares of Gujarat Ambuja Exports Limited, hereby appoint:

1) _____ of _____ having Email Id: _____ or failing him

2) _____ of _____ having Email Id: _____ or failing him

3) _____ of _____ having Email Id: _____ and whose

signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Saturday, the 28th day of July, 2018 at 3.00 p.m. at H. T. Parekh Hall, 1st Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:



GUJARAT AMBUJA EXPORTS LIMITED

CIN: L15140GJ1991PLC016151

Registered Office: "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380 059

Phone: 079-61556677, Fax: 079-61556678

Website: www.ambujagroup.com Email Id: investor-jcsl@ambujagroup.com

ATTENDANCE SLIP

I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the Company held on Saturday, 28th July, 2018 at 3.00 p.m.

Venue: H. T. Parekh Hall, 1st Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380 015

ATTENDANCE SLIP

Folio No./ DP-ID & Client ID : _____ No. of Shares held : _____

Name of Member(s)/Proxy : _____

Please tick whether Member [☐] Joint Holder [☐] Proxy [☐]

Member's / Proxy's Signature : _____

Notes :

- Members/Proxies must bring the attendance slip duly completed and signed and hand over the same at the entrance.
- Admission restricted strictly for members and valid proxy holders only. Please bring your copy of the Annual Report.
- Members intending to require information about accounts, to be explained at the meeting, are requested to inform the Company at least 10 days in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

RESOLUTIONS	Vote-Refer Note No. 5		
	For	Against	Abstain
Ordinary Business			
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended 31 st March, 2018			
2. To declare Final Dividend on equity shares for the financial year 2017-18			
3. To appoint a Director in place of Shri Manish Gupta (holding DIN 00028196), 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 2018-19			
5. Re-appointment of Shri Vijaykumar Gupta as Chairman & Managing Director of the Company w.e.f. 1 st April, 2018 upto 23 rd May, 2018			
6. Re-appointment of Shri Manish Gupta as Chairman & Managing Director of the Company w.e.f. 28 th December, 2018 till 27 th December, 2023			
7. Re-appointment of Shri Rohit Patel (DIN 00012367) as an Independent Director of the Company			
8. Re-appointment of Shri Sudhin Choksey (DIN 00036085) as an Independent Director of the Company			

Signed this _____ day of _____, 2018

Signature of Member(s)

Affix Revenue
Stamp of
not less than
₹ 1/-

Signature of first proxy holder_____
Signature of second proxy holder_____
Signature of third proxy holder**Notes:**

- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting
- The Proxy Form must be lodged at the Registered Office of the Company, not less than 48 hours before the time of commencement of the aforesaid Meeting
- The Form should be duly filled in, stamped and signed across the stamp as per specimen signature registered with the Company
- A Proxy need not be a Member of the Company
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate

Route map to the venue of the AGM

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

