

# **AMRIT AGRO INDUSTRIES LIMITED**

CIN: L01111UP1985PLC010776

Regd. Office: CM-28 (First Floor), Gagan Enclave,  
Amrit Nagar, G T Road, Ghaziabad – 201009 (UP)

Website: [www.amritagro.com](http://www.amritagro.com), Email: [info@amritagro.com](mailto:info@amritagro.com)

## **POSTAL BALLOT NOTICE**

Dear Members

### **Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

NOTICE is hereby given that, pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to the Members of Amrit Agro Industries Limited (“Company”), to consider and if thought fit, to pass the resolutions set out below by means of Postal Ballot.

The proposed resolutions and the explanatory statement(s) thereto, pursuant to Section 102 read with Section 110 of the Companies Act, 2013, stating all material facts and the reasons for the proposed resolution is appended hereto for your consideration, along-with a postal ballot form (“Postal Ballot Form”) and self-addressed postage pre-paid envelop are enclosed with this notice for voting.

The Board of Directors of the Company (“Board”) has appointed **Shri Baldev Singh Kashtwal**, Practicing Company Secretary, as the scrutinizer (“Scrutinizer”) for conducting the postal ballot process and electronic voting (e-voting) in a fair and transparent manner. The Scrutinizer’s decision on the validity of Postal Ballot shall be final.

You are requested to read carefully the instructions printed on the Postal Ballot Form and return the same (in original) duly completed and signed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours on **27.04.2015**. The Form received after this date will be strictly treated as if the reply from the concerned Member has not been received. Accordingly, the Members are requested to send duly completed Postal Ballot Form well before the above mentioned date so as to provide sufficient time for postal transit. Members may choose to vote using the e-voting facility, the details whereof are specified under the notes hereto

The Scrutinizer, after completion of the scrutiny of the Postal Ballot Forms and e-voting, will submit his Report to the Chairman of the Company. The results of voting by Postal Ballot will be announced by the Chairman on **29.04.2015** at **11.30 a.m.** at the Registered Office of the Company at CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad – 201009 (UP). Additionally, the result will also be posted on the Company’s website, notice board and will also be published in at least one leading English and one leading vernacular language newspapers in the state of [Uttar Pradesh]. The results will also be informed to the stock exchanges and published through press advertisements.

## **PROPOSED RESOLUTIONS**

### **1. Special Resolution under Section 186 of the Companies Act, 2013 for giving of loans /guarantees, providing securities and making of investments in securities**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any person or any other body corporate including subsidiary companies and / or give any guarantee or provide security in connection with a loan to any person or any other body corporate including subsidiary company(ies) and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate amount not exceeding **Rs. 50,00,00,000/-** (Rupees Fifty Crores only) over and above the limits specified in Section 186 (2) of the Companies Act, 2013 notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person and /or any other body corporate, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person.”

### **2. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing in excess of paid-up shares capital and free reserve**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof for the time being exercising the powers conferred on the Board) be and is hereby authorized to borrow at any time any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, this is to say, reserves not set apart for any specific purposes provided, however, that the total amount so borrowed by the Board shall not at any time exceed the limit of **Rs. 50,00,00,000/-** (Rupees Fifty Crores only).”

By Order of the Board  
for **Amrit Agro Industries Limited**

**Registered Office:**

CM-28, First Floor, Gagan Enclave,  
Amrit Nagar, G. T. Road,  
Ghaziabad-201 009

(V. K. Bajaj)  
Director

Dated: **12.03.2015**

CIN: **L01111UP1985PLC010776**

**NOTES**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set-out as above, is annexed hereto.
2. Pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members of the Company in respect of the resolutions contained in the Postal Ballot Notice dated 12.03.2015 shall be determined through postal ballot.
3. The Board of Directors has appointed Shri Baldev Singh Kashtwal, Practicing Company Secretary, (Membership No. FCS 3616 and CP No. 3169) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The postal ballot form and the self-addressed reply envelope are enclosed for use of the Members.
4. Voting right shall be reckoned on the paid-up value of the equity shares registered in the name of the Members as on **23.03.2015** (‘cut-off date’). Anyone who has become a shareholder on or before the cut-off date and has not received postal ballot form, may request for a duplicate/fresh postal ballot form from the Company and vote on the resolution by postal ballot. Voting rights shall be in proportion to the paid-up equity share capital of the Company.
5. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the postal ballot shall be announced on **29.04.2015** at the Registered Office of the Company at CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad – 201009 (UP). Additionally, the result will also be posted on the Company’s website, notice board and will also be published in at least one leading English and one leading vernacular language newspapers in the state of [Uttar Pradesh]. The results will also be informed to the stock exchanges and published through press

advertisements. The Members, who wish to be present at the time of declaration of results, may do so at the above venue.

6. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority.
7. The date of declaration of the Postal Ballot result will be taken to be the date of passing of the resolutions proposed in the Notice.
8. All the documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. to 2.00 p.m. on all working days upto **27.04.2015**.
9. Mr. Naresh Kumar Bajaj, Chairman and Mr. Vikram Kumar Bajaj, Director, are the officers authorized to ensure smooth conduct of the postal ballot process. The Members requiring any clarifications may contact anyone of them.
10. The Members are requested to carefully read the instructions printed on the backside of the postal ballot form before exercising their vote.

11. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot Form or vice-versa. However, in case members cast their vote both via physical Postal Ballot Form and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid. For this purpose, the Company agrees to engage National Securities Depository Limited ("NSDL") for facilitating e-voting.

**The procedure and instructions** for members for e-voting are provided on the back of postal ballot form.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**

### **Resolution No. 1**

Pursuant to Section 186 (2) of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any other body corporate or person and/ or to acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to amount aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of shareholders by way of a Special resolution is required to be obtained.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or body corporate including subsidiary companies for an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only).

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends of passing the Special Resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

### **Resolution No. 2**

Section 180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a Special Resolution.

The Company is contemplating to expand its trading operations, for which it may require funds in future. It is, therefore, proposed that the Board of Directors of the Company be authorized to borrow funds upto a limit of Rs.50 crores.

The Board, accordingly, recommends passing of the Special Resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

**Inspection of Documents:**

The documents referred to in the Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. to 2.00 p.m. on all working days upto 27.04.2015.

**Registered Office:**

CM-28, First Floor, Gagan Enclave,  
Amrit Nagar, G. T. Road,  
Ghaziabad-201 009

By Order of the Board  
for **Amrit Agro Industries Limited**

**(V. K. Bajaj)**  
Director

Dated: **12.03.2015**

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