



AGRIMAS CHEMICALS LTD.

Corporate Office :7,Community Centre, 2nd Floor, East of Kailash New Delhi-110065.
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CNI : L99999MH1973PLC016649

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014)

To

The Members

Agrimas Chemicals Limited

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, that the resolution appended below for alterations to main objects clause of the Memorandum of Association of the Company is proposed to be passed by the members through postal ballot / electronic voting (e-voting).

The Company seeks the consent of the members for the aforesaid proposal through draft of the special resolution appended below. Accordingly, the draft special resolution and explanatory statement pertaining to the said resolution setting out the material facts and the reasons for which such resolution is proposed are being sent to you along with the postal ballot form for your consideration.

Kindly accord your assent or dissent, as the case may be, to the above mentioned resolution in the enclosed form. Your assent must be recorded in the box marked "Assent" and dissent in the box "Dissent" by placing a tick mark (✓) in the appropriate column against the resolutions.

Mrs. Rashida Adenwala (Membership No. FCS 4020), Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process thereto in accordance with the provisions of the Act and Rules made thereunder in a fair and transparent manner.

Before casting your vote, please read carefully the instructions printed in the postal ballot form and return the form duly completed in the attached self addressed Business Reply Envelope so as to reach the scrutinizer on or before the closing of the working hours i.e. 6.00 P.M. IST on Friday, 19th February, 2016.

For Members opting for E-Voting:

In compliance with the listing agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit her report to the Chairman after completion of the scrutiny in accordance with the provisions of Section 110 of the Act, 2013 read with Companies (Management and Administration) Rules, 2014 on **Wednesday, 24th February, 2016**. The results of said postal ballot along with the Scrutinizer's report will be posted on the Company's website www.agrimas.com and will be communicated to The Calcutta Stock Exchange Limited., where the equity shares of the Company are listed. The results of postal ballot shall also be announced through newspaper advertisement.

SPECIAL BUSINESS:

Item No. 1- Alteration of main objects clause of the Memorandum of Association:

To consider and, if thought fit, to pass the following resolution as a special resolution by means of postal ballot and e-voting:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the members of the Company be and is hereby accorded for alteration in Clause III (A) of the existing Memorandum of Association by inserting the following Clause No. 4 after the existing Clause No. 3 under “MAIN OBJECTS CLAUSE” as follows:

To carry on the business of sellers, purchasers, distributors, importers, exporters , stockist, selling and purchasing agents, commission and forwarding agents, seed merchants and dealers on seeds, plants, trees, flowers, flower beds, spices, herbs, medicinal plants, roots of plants, creepers, vegetables, fruits, breeding stock, vegetable growers, cultivators, tillers, husband-men, nurserymen, seedmen, conductors or agriculturist, horticulturist, farmers, planters, gardeners, and producers of vegetables and agricultural seeds, and hybrid seeds, and with a view there to raise vegetable plants, crop fruits, flower beds, trees, herbs, shrubs, sprouts, bulbs, vegetable plants, of all varieties and kinds to process treat, refine and market seeds.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For AGRIMAS CHEMICALS LIMITED

Sd/-

Place: Raigadh

Date: 30th December, 2015

VANESSA KEISHING

Director

DIN: 01287959

Address: Lamlongei Mantripukhri, Imphal East,
Manipur, Imphal - 795002
Manipur, India

NOTES:

1. The statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.

EXPLANATORY STATEMENT

Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013:

In view of present demand of seeds and plants in agricultural field and considering the farmers search for a high variety of seeds giving more production and in order to diversify into certain new business ventures, your directors are proposing to enter into the business of seeds and plants which will enlarge the area of operations of the Company. Accordingly, it is proposed to alter the main objects clause of the Memorandum of Association of the Company.

Such alteration in the main objects would require the approval of members by passing special resolution through postal ballot under Section 13 read with Rule 22 of Companies (Management & Administration) Rules, 2014. Further such amendments in the objects clause of the Memorandum of Association shall be effective upon the registration of the resolution by the concerned Registrar of Companies.

The draft copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during business hours till 19th February, 2016

None of the directors or the key managerial persons of your Company or their relatives are concerned or interested financially or otherwise in this resolution.

The directors consider the proposed Special Resolution under Item No. 1 as set out in this notice in the interest of the Company and recommend the same for your approval by postal ballot through physical postal ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

By Order of the Board of Directors
For **AGRIMAS CHEMICALS LIMITED**

Sd/-

VANESSA KEISHING

Director

DIN: 01287959

Place: Raigadh

Date: 30th December, 2015

Address: Lamlongei Mantripukhri, Imphal East, Manipur,
Imphal – 795002, Manipur, India

INSTRUCTIONS FOR VOTING

I. Voting through physical postal ballot form

- 1) The members are requested to carefully read the instructions printed in the postal ballot form and return the postal ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, not later than the close of working hours i.e., 6:00 P.M on **Friday, 19th February, 2016**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- 2) The members are requested to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted.

Envelopes containing postal ballot form if deposited in person or sent by courier at the expense of the members will also be accepted.

II. E-Voting Facility

Process and Manner for members opting for e-voting is as under:-

Members are requested to follow the instructions below to cast their vote through e-voting:

- (i) The voting period begins on Thursday, 21st January, 2016 (9.00 AM IST) and ends on Friday, 19th February 2016 (6.00 PM IST) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 15th January 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
- (v) 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.

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number; which is mentioned on address label at serial number affixed on postal ballot envelope, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xi) 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. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xvi) 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.
- (xvii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xviii) 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 write an email to helpdesk.evoting@cdslindia.com.

General

- 1) The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced on 24th February 2016 at the registered office of the Company. The results of the postal ballot will be hosted on the Company’s website at [www. agrimas.com](http://www.agrimas.com) for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed. The date of declaration of the postal ballot results will be taken as the date of passing the resolution.
- 2) Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. In case, any member casts vote through physical ballot as well as electronic mode, then voting done through physical ballot shall prevail and voting done by electronic mode will be treated as invalid.
- 3) The Scrutinizer’s decision on the validity of the postal ballot shall be final.