



VITAN AGRO INDUSTRIES LIMITED

CIN: L52321TN1987PLC014433

Regd. Office : No. 14, 1<sup>st</sup> Floor, Jagannathan Road, Nungambakkam, Chennai- 600 034

Tel: 044-42134344 Fax: 044-42134333

Email: vitanagroindus@gmail.com Web: www.vitanagroindustriesltd.com

**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013)

**Dear Members,**

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below are proposed to be passed by way of Postal Ballot which includes voting by electronic means.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning the resolutions and the reasons thereto are annexed hereto for your consideration. The Postal Ballot Form for e-voting is also enclosed. The Company has appointed Ms. Deepika.K, Practising Company Secretary (Membership No: 40527 & Certificate of Practice No. : 18437), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e, 5.00 P.M.) on 14<sup>th</sup> July, 2017.

In compliance with regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternative, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e- voting shall only be considered and the voting through physical Postal Ballot form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit this report to the Whole-Time Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Whole-Time Director of the Company will announce the results at the Board Meeting scheduled to be held at 04.00 P.M. on 15<sup>th</sup> July, 2017 at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the BSE Limited where the Company's shares are listed and displayed on the Company's website viz. [www.vitanagroindustriesltd.com](http://www.vitanagroindustriesltd.com).

**By Order of the Board  
FOR VITAN AGRO INDUSTRIES LIMITED**

Sd/-  
**THILAKARASU VENKATASAMY**  
(DIN 01753148)  
**WHOLE-TIME DIRECTOR**

Place : Chennai  
Date : 24<sup>th</sup> May, 2017

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**PROPOSED RESOLUTIONS:**

**SPECIAL BUSINESS:**

- 1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TAMIL NADU TO THE STATE OF MAHARASHTRA:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 12 & Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, and subject to the confirmation of Regional Directorate, Ministry of Corporate Affairs, Central Government, the consent of the Members of the Company be and is hereby accorded to shift the registered office of the company from the state of Tamil Nadu to the state of Maharashtra;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or



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desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**2. ALTERATION IN THE SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 12 & Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, the consent of the Members be and is hereby accorded for the alteration of the Situation Clause of the Memorandum of Association of the Company by replacing Clause no. II with the below mentioned clause;

II. The Registered Office of the Company will be situated in the State of Maharashtra.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board of Directors  
FOR VITAN AGRO INDUSTRIES LIMITED**

Sd/-  
**THILAKARASU VENKATASAMY**  
(DIN 01753148)  
**WHOLE-TIME DIRECTOR**

**Place : Chennai  
Date : 24<sup>th</sup> May, 2017**

**NOTES:**

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and reasons for the proposed resolution is annexed herewith.
2. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners as on the record date i.e. 9<sup>th</sup> June, 2017.
3. The Board of Directors of the Company have appointed Ms. Deepika.K, Practising Company Secretary (Membership No: 40527 & Certificate of Practice No. : 18437), as the Scrutinizer for conducting the Postal Ballot voting process. The Scrutinizer will submit the report to the Whole-Time Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Whole-Time Director of the Company will announce the results at the Board Meeting scheduled to be held at 04.00 P.M. on 15<sup>th</sup> July, 2017 at the Registered Office of the Company.
4. Notice of Postal Ballot is being sent via mail to those Shareholders who have registered their E-Mail IDs for receipt of documents in electronic form and to others the Notice is being sent via Courier along with Postal Ballot Form. Shareholders who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link [www.vitanagroindustriesltd.com](http://www.vitanagroindustriesltd.com) or seek duplicate Postal Ballot Form from the Company/RTA.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e 9<sup>th</sup> June, 2017.
6. In compliance with regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and sections 108, 110 of the Companies Act 2013 and the Rules made there under, the company has provided facility to the members to exercise their votes electronically and the members may vote on all resolutions stated in this postal ballot through the e-voting service facility provided by CDSL.
7. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of Postal Ballot Notice and dispatch thereof will be published in at least one English language and one vernacular language newspaper circulating in Chennai, Tamil Nadu.

**8. GENERAL INSTRUCTIONS:**

- a. There will be one Postal Ballot form/ e-voting for every client ID No. / Folio No., irrespective of the number of joint holders.
- b. Voting rights in the Postal Ballot / e-voting cannot be exercised by Proxy.



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- c. A shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. In case a shareholder opts for both the method, then voting cast through e-voting shall be considered.
- d. Voting period commences on and from 15<sup>th</sup> June, 2017 at 09.00 A.M. and ends on 14<sup>th</sup> July, 2017 at 5.00 P.M.
- e. The results of the Postal Ballot and e-voting will be announced at the Board Meeting scheduled to be held at 04.00 P.M. on 15<sup>th</sup> July, 2017 at the Registered Office of the Company.
- f. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/beneficial owners of the Company as on the cut-off date i.e. 9<sup>th</sup> June, 2017.
- g. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

**9. INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM:**

- a. The members are requested to carefully read the instructions printed hereunder 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, on or before the close of working hours (i.e. 5.00 P.M.) on 14<sup>th</sup> July, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- b. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only.
- c. Envelopes containing postal ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
- d. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
- e. The Form should be completed and signed by the registered member. In case of joint shareholding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- f. The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- g. In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- h. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- i. Unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.
- j. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to M/s. Universal Capital Securities Pvt Ltd., (Formerly known as Mondkar Computers Pvt Ltd.), 21, ShakilNiwas, Opp. SatyaSaibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 93, Email: [karlekar@unisec.in](mailto:karlekar@unisec.in), Phone: 022 -2820 7203-05 / 2825 7641, Fax- 022- 2820 7207 or to the e-mail ID [vitanagroindus@gmail.com](mailto:vitanagroindus@gmail.com) if so required.
- k. Shareholders who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link [www.vitanagroindustriesltd.com](http://www.vitanagroindustriesltd.com). However, duly completed Postal Ballot Form should reach the Company/Scrutinizer not later than the close of working hours i.e. 05:00 P.M. of Friday, 14<sup>th</sup> July, 2017. Forms received after this date will be strictly treated as if the reply from such member has not been received.
- l. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of Friday, 9<sup>th</sup> June, 2017 taken as the cut-off date.
- m. Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.



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- n. The Scrutinizer will finalize her report on the scrutiny of the Forms received and submit her report to the Whole-Time Director of the Company. The decision of the Whole-Time Director on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the Notice Board of the Company at its Registered Office on Saturday, the 15<sup>th</sup> July, 2017 and intimated to the BSE Limited where the Company's shares are listed and displayed on the Company's website viz. [www.vitanagroindustriesltd.com](http://www.vitanagroindustriesltd.com)
- o. The date of declaration of postal ballot result will be taken as the date of passing of resolution.
- p. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Thilakarasu Venkatasamy, Whole Time Director.

10. INSTRUCTIONS FOR VOTING BY ELECTRONIC VOTING MEANS :

In compliance with provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically, as an alternative to vote through postal ballot. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL)

The process and manner for remote e-voting is as under:

- a. The remote e-voting period commences on 15<sup>th</sup> June, 2017 (9:00 am) and ends on 14<sup>th</sup> July, 2017 (5:00 pm). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 9<sup>th</sup> June, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c. Click on "Shareholders" tab.
- d. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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 in the PAN field.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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 (c).</li> </ul>

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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 used by the demat holders for voting for resolutions of any other company on which they are eligible to vote,



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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.

- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - k. Click on the EVSN:170612006 for the relevant Company Name i.e. "VITAN AGRO INDUSTRIES LIMITED" on which you choose to vote.
  - l. 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.
  - m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - n. 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.
  - o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - q. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - r. Shareholders 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - s. Note for Institutional Shareholders & Custodians :
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - t. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
11. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [vitanagroindus@gmail.com](mailto:vitanagroindus@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 14<sup>th</sup> July, 2017 upto 5:00 pm without which the vote shall not be treated as valid.
  12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9<sup>th</sup> June, 2017.
  13. The shareholders shall have one vote per equity share held by them as on the cut-off date 9<sup>th</sup> June, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  14. Ms.Deepika.K, Practising Company Secretary (Membership No: 40527 & Certificate of Practice No. : 18437) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through postal ballot in a fair and transparent manner. The Scrutinizer will submit within a period not exceeding 48 hours from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Whole-Time Director of the Company.



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15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vitanagroindustriesltd.com](http://www.vitanagroindustriesltd.com) and on the website of CDSL. The same will be communicated to the stock exchanges viz. The BSE Limited where shares are listed.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TAMIL NADU TO THE STATE OF MAHARASHTRA:**

Presently, the registered office of the company is situated at Chennai, Tamil Nadu. However, keeping in view that the majority of Investors are based in the Western part of India, the growth potential and the opportunities in the state of Maharashtra coupled with the low cost of human resources and other physical infrastructure facilities as required for the business, the Company desires to enlarge, widen, expand and extend the area of operations of the Company in the state of Maharashtra. Further, the Company, in future, will like to focus its main operations/projects in the state of Maharashtra and its surrounding areas which will enable the Company to conduct its operations more economically and efficiently.

Accordingly, your Board of Directors have proposed to shift the registered office of the Company from Tamil Nadu to the state of Maharashtra i.e. from Chennai to Mumbai and recommend this resolution for your approval to be passed as Special Resolution.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 1 except to the extent of their shareholding.

**ITEM NO. 2: ALTERATION IN THE SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

Subject to the approval for the foregoing resolution, there arises a need to alter the Situation Clause of the Memorandum of Association of the Company thereby effecting the shifting of registered office of the Company from the State of Tamil Nadu to the State of Maharashtra. Accordingly, your Board of Directors have proposed to amend its situation clause in the Memorandum of Association and recommend this resolution for your approval to be passed as Special Resolution.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 2 except to the extent of their shareholding.

**By Order of the Board of Directors  
FOR VITAN AGRO INDUSTRIES LIMITED**

Sd/-  
**THILAKARASU VENKATASAMY**  
(DIN 01753148)  
WHOLE-TIME DIRECTOR

Place: Chennai  
Date: 24<sup>th</sup> May, 2017