



WHITE ORGANIC AGRO LIMITED

WHITE ORGANIC AGRO LIMITED

(FORMERLY KNOWN AS WHITE DIAMOND INDUSTRIES LIMITED)

312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai - 400 077. INDIA
Tel: +91.22.25011983 | Fax: +91.22.25011984 | Web: www.whiteorganicagro.com
Email: info@whiteorganicagro.com | CIN: L01100MH1990PLC055860

To,
Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Subject – Notice of Extra-ordinary General Meeting of the Company Scheduled to be held on 28th January 2019.

Scrip Code: 513713

Dear Sir,

Pursuant to Regulation 30 of SEBI Listing Regulations, 2015, please find enclosed the Notice of the Extraordinary general meeting of the members of the Company.

Request you to take the same on record and oblige.

Yours Faithfully,

For WHITE ORGANIC AGRO INDUSTRIES LIMITED


Darshak Rupan,
Managing Director
DIN: 03121939


Encl: A/a.



WHITE ORGANIC AGRO LIMITED
(Formerly known as White Diamond Industries Limited)
CIN: L01100MH1990PLC055860

Registered Address: 312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar East Mumbai Mumbai City MH 400077 IN
Tel: +91.22.25011983| Fax: +91.22.25011984| Web: www.whiteorganicagro.com | E-mail: info@whiteorganicagro.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of White Organic Agro Limited (CIN: L01100MH1990PLC055860), will be held on Monday 28th January, 2019, at 10.30 A.M. at Greenville Restaurant, R.B. Mehta Marg, Ghatkopar (East), Mumbai – 400077, MH, India to transact the following business:

SPECIAL BUSINESS:

RESOLUTION 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass, with or without modification, the following Resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to provisions of Section 61(1)(a) and other applicable provisions, if any of the Companies Act, 2013, the provisions in the Articles of Association of the Company and in continuation to resolution No. 2 passed by the shareholders of the Company at the Extra-ordinary General Meeting on 22nd November, 2016, consent of the Shareholders be and is hereby accorded confirming increase in the Authorized Share Capital of the Company from the present Rs. 17,50,00,000/- (Rupees Seventeen Crores Fifty Lakhs Only) divided into 1,75,00,000 (One Crore Seventy Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) Each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) Each.

RESOLVED FUTHER THAT the new equity shares shall rank *Pari Passu* with the existing shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

RESOLUTION 2: AMENDMENT(S) TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION;**

“RESOLVED THAT pursuant to Section 13, 61 and any other applicable provisions, if any of the Companies Act, 2013 and the provisions of Articles of Association of the Company, in Clause V(a) of the Memorandum of Association for the word and figures, “The Authorized Share Capital of the Company is Rs. 17,50,00,000/- (Rupees Seventeen Crore Fifty Lakhs Only) divided into 1,75,00,000 (One Crore Seventy Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each “aggregating to Rs.17,50,00,000/- (Rupees Seventeen Crores Fifty Lakhs only) with power to increase or reduce the share capital with the rights, privileges and conditions attaching thereto as provided by the Articles of Association of the Company for the time

being into such preferential, qualified, or special rights, privileges or conditions as may be determined by or in accordance of Article of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or statutory modification thereof or provided by the Articles of Association of the Company for the time being". The following words and figures shall be substituted, namely:

V(a) The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) Each "aggregating to Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) with power to increase or reduce the share capital with the rights, privileges and conditions attaching thereto as provided by the Articles of Association of the Company for the time being into such preferential, qualified, or special rights, privileges or conditions as may be determined by or in accordance of Article of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or statutory modification thereof or provided by the Articles of Association of the Company for the time being".

RESOLVED FURTHER THAT pursuant to provisions of Section 15 of the Companies Act, 2013 and the rules framed thereunder (including any statutory amendment made thereto or re-enactment thereof), the above alteration in the articles be and is hereby noted in each copy of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

RESOLUTION NO 3: ISSUE OF BONUS ISSUE:

To consider, and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION;**

"RESOLVED THAT in accordance with provisions of Section 63 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Listing Obligation & Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements), 2018 ("Listing Regulations") (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, the Reserve Bank of India ("RBI") or any other relevant authority from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ("the Board, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred by the Board by this Resolution) for capitalisation of a Sum of Rs. 17,50,00,000/- (Rupees Seventeen Crores Fifty Lakhs Only) out of the Securities Premium Account for the purpose of issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid to eligible members of the Company holding equity share of Rs. 10/- (Rupees Ten Only) each of the Company whose name appears in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each held by them and that the new bonus equity shares, so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respect with the fully paid up equity shares of Rs.10/- each of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in case of members who hold shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other foreign investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company, be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchange(s) where the securities of the Company are presently listed as per the provision of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**For and on Behalf of the Board of Directors
White Organic Agro Limited**

**Sd/-
Darshak Rupani
Managing Director
DIN: 03121939**

CIN: L01100MH1990PLC055860

Website: www.whiteorganicagro.com

E-mail: info@whiteorganic.com

Registered Office:

312A, Kailas Plaza, Vallabh Baug Lane,
Ghatkopar East, Mumbai,
Mumbai City MH 400077 IN

Place: Mumbai

Date: 26th December, 2018

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A**

MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that 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 proxy for any other member.

2. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
3. Corporate Members are requested to send duly certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra-Ordinary General Meeting (including through e-voting).
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 25th January, 2019 to Monday, 28th January, 2019 (both days inclusive).
5. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
6. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar & Share Transfer Agents, Sharex Dynamic (India) Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents of the Company – Sharex Dynamic (India) Private Limited.
8. Non Resident Indian members are requested to inform to the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
9. As per provisions of Section 72 of the Companies Act 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in single name and physical form are advised to make nomination in the prescribed form SH-13 with RTA and in respect of shares held in demat form, the nomination form may be filed with their respective DPs.
10. The Notice of Extra Ordinary General Meeting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participants unless member has requested for hard copy of the same. For members who have not registered their email IDs, physical copies of the aforesaid documents are being sent by courier.
11. Route Map for the venue of the Extra Ordinary General Meeting of the Company is appearing at the end of the Notice.
12. Information and other instruction relating to e-voting process
 - (a) Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting to be held on Monday 28th January, 2019. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.
 - (b) The facility for voting through polling papers shall also be made available at the venue of the Extra Ordinary General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend and participate at the meeting, but shall not be entitled to cast their vote again.
 - (c) The remote e-voting shall commence on Friday 25th January, 2019 at (09.00 A.M.) and ends on Sunday 27th January, 2019 (5.00 P.M.) During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 21st January, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (d) 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 i.e. Monday, 21st January, 2019.
- (e) 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, i.e. Monday, 21st January, 2019 only shall be entitled to avail the facility of remote e-voting and voting at Meeting through polling papers.
- (f) The Board of Directors of the Company have appointed M/s, Rachna J Maru, Company Secretary in Practice (CP NO. 16210) Mumbai, as scrutinizer to conduct and scrutinize the voting through polling papers and remote e-voting in a fair and transparent manner.
- (g) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Monday 21st January, 2019 may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or info@whiteorganicagro.com. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at the following toll free no.: 1800-200-5533.
- (h) The Chairman shall, at the Extra Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be done, allow voting with the assistance of scrutinizer, by use of "Polling Papers" to all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- (i) The Scrutinizer after conclusion of voting at the Extra Ordinary General 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 witnesses not in the employment of the Company and shall make, not later than 48 hours of conclusion of the Extra Ordinary General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (j) The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.whiteorganicagro.com and on the website of the CDSL <https://www.evotingindia.com/> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
- (k) Subject to receipt of requisite number of votes in favour, the Resolutions shall be deemed to be passed on the date of the Extra Ordinary General Meeting i.e. Monday 28th January, 2019.

(A) Procedure/ Instructions for e-voting are as under:

In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (a) Log on to the e-voting website <https://www.evotingindia.com>
- (b) Now click on "Shareholders" to Login.
- (c) Fill up the following details in appropriate boxes
- i. Now Enter the 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.
 - ii. Next enter the Image Verification as displayed and Click on Login.
 - iii. Members holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then the existing password is to be used.
 - iv. In case Member is 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"> Enter the 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 (printed on the address sticker) 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. E.g. If the Members' name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Date of Birth as recorded in the members demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> Enter the Dividend Bank details as recorded in the members demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. 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 (iv).

(d) After entering these details appropriately, click on "SUBMIT" tab.

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 change their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution 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 to the members not to share their password with any other person and take utmost care to keep the password confidential.

(e) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(f) Click on the EVSN for **WHITE ORGANIC AGRO LIMITED** on which members choose to vote.

(g) On the voting page, Members 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 the member assent to the Resolution and option NO implies that the member dissent to the Resolution.

(h) Click on the 'Resolution File Link' if the member wishes to view the entire AGM Notice.

(i) After selecting the resolution, the member has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If the member wishes to confirm their vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.

(j) Once the member 'CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.

(k) Members' can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.

(l) 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.

(m) Note for Institutional Shareholders and Custodian:

- Institutional 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.
- These details and instructions form an integral part of the Notice for the Extra Ordinary General Meeting to be held on Monday 28th January, 2019

In case a Member receives physical copy of the Notice of EGM for members whose email IDs are not registered with the Company/Depository Participants(s) or has for requested physical copy]:

- (a) Please follow all steps from Sl. No. A (a) to Sl. No. A (l) above, to cast vote.
- (b) In case of any queries regarding e-voting, members may refer to 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.
- (c) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**For and on Behalf of the Board of Directors
White Organic Agro Limited**

**Sd/-
Darshak Rupani
Managing Director
DIN: 03121939**

CIN: L01100MH1990PLC055860

Website: www.whiteorganicagro.com

E-mail: info@whiteorganic.com

Registered Office:

312A, Kailas Plaza, Vallabh Baug Lane,
Ghatkopar East, Mumbai,
Mumbai City MH 400077 IN

Place: Mumbai

Date: 26th December, 2018

EXPLANATORY STATEMENT
PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1 & 2

The Equity Shares of the Company are listed on the BSE Limited (BSE). With a view to broaden the investor base and encouraging the participation of the small investors, capitalise reserves and also to increase the liquidity of equity shares, the Board propose to issue Bonus shares to existing equity shareholders propose to issue Bonus shares to existing equity shareholders. The Board of Directors had sought approval of the shareholders of the Company at the EGM held on 22nd November, 2016 to increase capital upto Rs. 35,00,00,000/- (partly utilised and exhaust by the Board). In continuance of the same the Board of Directors at its meeting held on 17th December, 2018 inter alia have approved the increase of authorised share capital of the company to utilize the residual limit and thereby seek confirmation from the shareholders for the same at the upcoming Extra-ordinary general meeting. The resolution as set out in Item No. 2 of the notice for altering Clause V(a) of the Memorandum of Association of the Company to reflect the corresponding changes in the Capital Clause of the Memorandum of Association of the Company, consequent to the increase in authorised share capital.

Accordingly, the Board seeks approval of the Members for Resolutions at Item Nos. 1 and 2 for the proposed increase in authorized share capital and the consequent amendments to Clause V(a) of the Memorandum of Association of the Company vide ordinary and special resolution respectively.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the EGM.

None of the Directors and/or Key Managerial Persons of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 and 2 of the Notice.

ITEM NO. 3

The present Authorized Share Capital of the Company is Rs.17,50,00,000/-, Paid-up share capital is Rs.17,50,00,000/-. The Board of Directors at their meeting held on 17th December, 2018 have recommended the issue of bonus shares in the proportion of 1 (one) new equity share of Rs. 10/- (Rupees Ten) each fully paid-up for every 1 (one) existing equity share of Rs. 10/- (Rupees Ten only) each of the Company held by the members on a date (Record Date) to be hereafter fixed by the Board /Committee of the Board by capitalization of a sum of Rs. 17,50,00,000/- (Rupees Seventeen Crores Fifty Lacs only) from the Securities Premium Account of the Company. The same is proposed to be utilized in full by issuing at par 1,75,00,000 new fully paid-up equity shares of Rs. 10/-each as bonus shares.

The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, if required, from the statutory authorities.

Further, it is necessary to authorize the Board of Directors / Committee of the Board to complete all the regulatory compliances prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Directors, the Chief Financial Officer and Company Secretary, being the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolution at Item No. 3 only to the extent of shares held, if any, by them in the Company. The proposed Resolution does not relate to or affect any other Company.

In view of the same, the Board of Directors recommends the resolution under Item No. 3 as set out in this notice for your approval by means of special resolution.

**For and on Behalf of the Board of Directors
White Organic Agro Limited**

**Sd/-
Darshak Rupani
Managing Director
DIN: 03121939**

CIN: L01100MH1990PLC055860

Website: www.whiteorganicagro.com

E-mail: info@whiteorganic.com

Registered Office:

312A, Kailas Plaza, Vallabh Baug Lane,
Ghatkopar East, Mumbai,
Mumbai City MH 400077 IN

Place: Mumbai

Date: 26th December, 2018

Form No. MGT-11 - Proxy Form

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

CIN : L01100MH1990PLC055860
Name of the Company : WHITE ORGANIC AGRO LIMITED
Registered Office : 312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar East Mumbai - 400077

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

I/We, being the member (s)hold _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____ Signature _____, or failing him/ her

2. Name: _____

Address: _____

E-mail Id: _____ Signature _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the members of **White Organic Agro Limited** to be held on Monday, 28th January, 2018 at 10:30 a.m. at Greenville Restaurant, R.B. Mehta Marg, Ghatkopar (East), Mumbai – 400077, MH, India and any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolution	For	Against
1.	To consider and if thought fit, to pass resolution relating to Increase in Authorized Share Capital.		
2.	To consider and if thought fit, to pass resolution relating to amendment in Capital Clause of MOA		
3.	To consider and if thought fit, to pass resolution relating to issue of Bonus Shares		

Signed this..... day of..... 20....

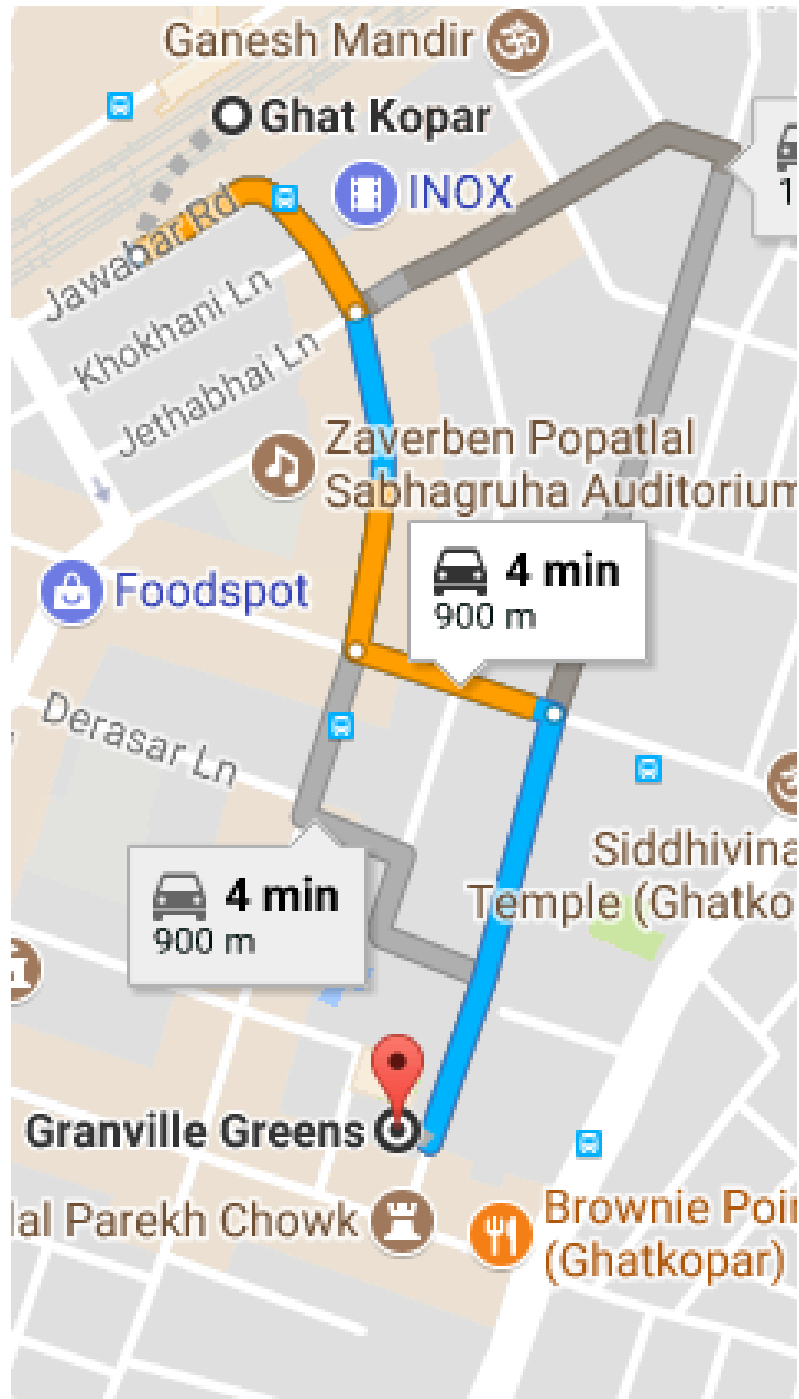
Member's Signature

Affix Revenue Stamp
of Rupee 1/-

Signature of 01st proxy _____
Signature of 02nd proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

LOCATION OF VENUE FOR THE EXTRAORDINARY GENERAL MEETING



ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member _____
Member's Folio Number _____
DP ID _____
Client ID _____
Name of the Proxy (In Block Letters) _____
(To be filled in if the Proxy attends instead of the Member)
(No. of Shares held: _____)

I hereby record my presence at the **Extra Ordinary General Meeting** of the members of **White Organic Agro Limited** held on Monday, **28th January, 2019** at 10:30 A.M at Greenville Restaurant, R.B. Mehta Marg, Ghatkopar (East), Mumbai – 400077, MH, India.

Member's / Proxy Signature