

IFB AGRO INDUSTRIES LTD.

Regd. Office : Plot No. IND-5, Sector-I
East Kolkata Township, Kolkata – 700 107

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of IFB Agro Industries Limited will be held on Wednesday, the 6th day of February, 2013 at 10.00 A.M. at Eastern Zonal Cultural Centre, IA-290, Sector-III, Salt Lake, Kolkata - 700 091 to transact the following :

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution :

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions , if any, of the Companies Act, 1956, (including any amendment to or re-enactment thereof) and subject to the listing agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and the Regulations for preferential issue issued by the Securities and Exchange Board of India ("SEBI") under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and other applicable rules, regulations, clarifications and/or guidelines, if any, of SEBI and such other authorities as may be applicable and subject to requisite approvals or consents, if any, of the Banks and any regulatory authority, where necessary and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by the Stock Exchanges for listing of the Equity Shares, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to accept and subject to such conditions and modifications as may be considered appropriate by the Board, consent of the Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis at its sole and absolute discretion, up to 9,98,000 Equity Shares of Rs 10 each fully paid up at Rs. 182/- each (including a premium of Rs. 172/- computed in accordance with Regulation 76 of the SEBI ICDR Regulations) being up to 5% of the total paid up Equity Share capital of the Company as enhanced upon such issuance and allotment to the following Promoters (individuals and bodies corporate) comprising the Promoter Group :

Name of Allottee	No. of Equity Shares
IFB Automotive Pvt. Ltd	7,63,000
Asansol Bottling & Packaging Company Pvt. Ltd	2,35,000
Total	9,98,000

IFB AGRO INDUSTRIES LTD.

RESOLVED FURTHER THAT the total issuance and allotment of Equity Shares to the aforesaid persons within any one financial year shall not exceed 5% of the enhanced paid up share capital of the Company upon such issuance and allotment of Equity Shares for this purpose the Board be and is hereby authorized to vary the number of Equity Shares to be allotted to any of the aforementioned persons, if so necessary.

RESOLVED FURTHER THAT the allotment of Equity Shares pursuant to the special resolution shall be made by the Board within 15 days as specified under Regulation 74 of the SEBI ICDR Regulations, and where it is required to do so the Board shall have full power to re-compute the price of the Equity Shares to be issued and allotted in terms of the provisions of the said Regulations.

RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of Equity Shares in accordance with Chapter VII of the SEBI ICDR Regulations, would be 7th January 2013 being the date 30 days prior to the date of passing of the special resolution.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above shall be subject to the lock-in for a period of three years from the date of allotment in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary, and also to seek listing of the Equity Shares issued with the Stock Exchanges with power on behalf of the Company to settle any question, difficulty or doubt that may arise in regard to any such issue, offer or allotment of said Equity Shares and utilization of issue proceeds and in complying with any regulation, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, Director or the Managing Director or any other Officer or Officers of the Company to give effect to the aforesaid resolution."

By Order of the Board
For **IFB Agro Industries Limited**

Place : Kolkata
Dated : 7th January, 2013

Rahul Choudhary
VP Finance & Company Secretary

NOTES :

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A PROXY FORM DULY STAMPED, COMPLETED AND SIGNED MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OR WITH THE REGISTRARS AND SHARE TRANSFER AGENTS OF THE COMPANY, CB MANAGEMENT SERVICES PVT. LTD., NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto and forms part of the Notice.
3. Copies of the Memorandum and Articles of Association of the Company, the certificate of the Statutory Auditors of the Company, certifying that the preferential issue of Equity Shares pursuant to the special resolution is in accordance with the requirements contained in SEBI ICDR Regulations shall be open for inspection of the shareholders of the Company at the registered office of the Company between 3 p.m. to 5 p.m. on any working day prior to the date of the Meeting and also at the Meeting.
4. Shareholders/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with a copy of the Notice. Corporate Shareholders intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting.
5. 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.
6. Shareholders who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold the shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

The following Explanatory Statement relating to the special business mentioned in the accompanying Notice sets out all material facts as required under Section 173(2) of the Companies Act, 1956.

Information as required under Regulation 73 of the SEBI ICDR Regulations is as under:

A. OBJECTS OF THE PREFERENTIAL ISSUE

The proceeds from proposed issue of Equity Shares will be utilized towards CAPEX and working capital needs of the Company.

B. PROPOSAL OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE ISSUE :

The following entities of the Promoter/Promoter Group do intend to subscribe to the above mentioned preferential allotment of Equity Shares of the Company :

Name of Allottees	No. of Equity Shares
IFB Automotive Pvt. Ltd	7,63,000
Asansol Bottling & Packaging Company Pvt. Ltd.	2,35,000
Total Contribution	9,98,000

C. SHAREHOLDING PATTERN

The Promoter Group subscribing to the preferential issue is identified hereinafter and consequent to the acceptance in full of the proposed offer, by the said Promoter Group and after the Company issues and allots 9,98,000 Equity Shares, the Promoter Group will own 60% and Public (including Mutual Fund and others) the balance 40% of the total post preferential Issue Paid up Equity Share Capital of the Company.

	Pre-Allotment		Post-Allotment	
	No. of Equity Shares	%	No. of Equity Shares	%
1. Promoter Group				
a) Proposed Allottees				
IFB Automotive Pvt. Ltd.	2517130	31.44	3280130	36.43
Asansol Bottling & Packaging Company Pvt. Ltd.	72197	0.90	307197	3.41
Total for (a)	2589327	32.34	3587327	39.84
b) Others	1815583	22.67	1815583	20.16
Total for (a) + (b)	4404910	55.01	5402910	60.00
2. Financial Institutions (including FIIs, Banks/ Insurance Companies and State Govts.)	251148	3.14	251148	2.79
3. Mutual Funds	9000	0.11	9000	0.10
4. Others including Public, Bodies Corporate, NRIs & others	3342053	41.74	3342053	37.11
Total	8007111	100	9005111	100

D. PROPOSED TIME WITHIN WHICH THE ALLOTMENT OF EQUITY SHARES SHALL BE COMPLETED :

The allotment of Equity Shares is proposed to be completed within a period of 15 days from 6th February 2013 being the date on which the shareholders' sanction is obtained for the preferential allotment of Equity Shares provided that where the allotment is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, then the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the SEBI ICDR Regulations.

E. THE IDENTITY OF THE PROPOSED ALLOTTEES, THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM AND CHANGE IN CONTROL, IF ANY, IN THE ISSUER, CONSEQUENT TO THE PREFERENTIAL ISSUE :

Sl. No.	Name	Category	Pre-Issue Holding	% of Pre-Issue Holding	No. of Share (Proposed for Allotment)	Post Issue Holding	% of Post Issue Holding
1.	IFB Automotive Pvt. Ltd	Promoter Group	2517130	31.44	7,63,000	3280130	36.43
2.	Asansol Bottling & Packaging Company Pvt. Ltd.	Promoter Group	72197	0.90	2,35,000	307197	3.41

E. ISSUER'S UNDERTAKING :

The undertaking(s) required under Paragraphs (f) and (g) of sub-regulation (1) of Regulation 73 of Chapter VII of SEBI ICDR Regulations will not be applicable to the Company, as the Company's Equity Shares are listed on the Stock Exchanges for more than the minimum period as specified under Regulation 76 (3) of the SEBI ICDR Regulations.

G. AUDITORS' CERTIFICATE :

M/s Walker Chandio & Co., Chartered Accountants, Statutory Auditors of the Company, have certified that the preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations. A copy of the certificate is being placed before the shareholders.

The resolution for the proposed preferential offer of 9,98,000 Equity Shares to the Promoters (the offer) in accordance with Section 81(1A) is placed for your consent.

The Directors recommend passing of the resolution.

None of the Directors except Mr. Bijon Nag and Mr. Bikram Nag, Chairman and Joint Executive Chairman respectively are concerned or interested in the resolution as Promoters.

By Order of the Board
For **IFB Agro Industries Limited**

Place : Kolkata
Dated : 7th January, 2013

Rahul Choudhary
VP Finance & Company Secretary

IFB AGRO INDUSTRIES LTD.

Regd. Office : Plot No. IND-5, Sector-I
East Kolkata Township, Kolkata – 700 107

Name, Address & Folio No./DPID No. of Shareholder(s)

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING
on 6th day of February, 2013 at 10.00 A.M.
at Eastern Zonal Cultural Centre, IA-290,
Sector-III, Salt Lake, Kolkata - 700 091

A member/proxy wishing to attend the Meeting must complete this Slip before coming to the Meeting and hand it over at the entrance.

If you intend to appoint a proxy, please complete the Proxy Form below and deposit it at the Company’s Registered Office, **at least 48 hours before the Meeting.**

Please bring your copy of the Annual Report to the Meeting.

I record my presence at the
Extra Ordinary General Meeting

Name of Proxy in BLOCK LETTERS (if the Proxy attends instead of the member)

Signature of Member/Proxy

IFB AGRO INDUSTRIES LTD.

Regd. Office : Plot No. IND-5, Sector-I
East Kolkata Township, Kolkata – 700 107

PROXY FORM

I/We.....
of
being a member/members of the above named Company hereby appoint
Mr./Mrs./Miss
of
or failing him/her
of
or failing him/her

as my/our proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on the 6th day of February, 2013 and at any adjournment thereof.

Signed this day of 2013.

Regd. Folio/DPID/BEN No. :

No. of Shares :

Signature

Re. 1/-
Revenue
Stamp

Note : This instrument of Proxy shall be deposited at the Registered Office of the Company not less than 48 (FORTY EIGHT) hours before the time of holding the Meeting.

BOOK-POST

If undelivered, please return to :

IFB Agro Industries Ltd.

Plot No. IND-5, Sector-I

East Kolkata Township

Kolkata - 700 107