



# JAYANT AGRO-ORGANICS LTD.

Leadership through Innovation

Regd. Office : 701, Tower "A", Peninsula Business Park, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013.

Tel: 022-4027 1300 Fax: 022-40271399 Email : info@jayantagro.com

CIN : L24100MH1992PLC066691 Web: www.jayantagro.com

## NOTICE OF THE POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To,

**The Members of Jayant Agro-Organics Limited,**

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the resolutions appended below are proposed to be passed through postal ballot.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

The Board vide its Resolution passed on July 5, 2014 appointed M/s. V.V.Chakradeo, & Co., Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in accordance with law and in a fair and transparent manner.

Further, the Company in compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, is pleased to provide the members the facility to exercise their right to vote on the matter included in the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on July 24, 2014 (09.00 am) and ends on August 22, 2014 (05.30 pm). Please read carefully and follow the instructions on e-voting as printed in this Notice.

However, those members, who do not have access to e-voting facility can send, their assent or dissent in writing on the postal ballot form, attached herewith.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutiniser before the close of working hours (05.30 p.m.) on the August 22, 2014. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

The Scrutiniser will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results will be announced by the Chairman of the Company or in his absence, any person authorised by him, on the August 26, 2014 at 03:00 p.m. at the Registered Office of the Company at 701, Tower "A", Peninsula Business Park, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013. The results of the Postal Ballot will also be displayed at the said office and posted on the Company's website www.jayantagro.com & NSDL e-voting website www.evoting.nsdl.com besides communicating to the Stock Exchanges where the Company's shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

**The members are requested to consider and if thought fit, to pass the following Resolutions as Special Resolution:**

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

"RESOLVED THAT in supersession of the Ordinary resolution passed by the members in the 16th Annual General Meeting of the Company held on September 15, 2008 in terms of provisions of Section 293(1)(d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors to borrow (excluding temporary loans obtained from the Banks in the ordinary course of business) for the purpose of the business of the Company, such sum(s) of money (in foreign currency or Indian rupee) from time to time with or without security on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money or monies to be borrowed by the Company together with the money already borrowed and remaining outstanding at any time may exceed the aggregate of the paid up capital and free reserves of the Company provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time exceed ₹ 700 crore (Rupees Seven Hundred crore only)."

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

"RESOLVED THAT in supersession of the Ordinary resolution passed by the members in the 16th Annual General Meeting of the Company held on September 15, 2008 in terms of provisions of Section 293(1)(a) of the Companies Act, 1956, the consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create such mortgages/ charges/ hypothecation in addition to the mortgages/ charges/ hypothecation created/ to be created by the Company or executing a declaration of a trust or other appropriate document on such terms and conditions as the Board may think fit, on the whole or substantially the whole of the Company's undertakings or any part thereof, including the present and future properties, whether movable or immovable and assets of all kinds of the Company, both present and future, to or in favour of Financial institution(s), bank(s) and/ or any other person or entity and/ or the agents or trustees of the debenture holders to secure the borrowings availed/ to be availed by the Company and/or its Subsidiary Companies by way of loan (in foreign currency and/ or Indian Rupee) and/ or securities (comprising fully/ partly convertible debentures and/ or non-convertible debentures) or other instruments issued/ to be issued by the Company and/ or its subsidiary Companies from time to time for an amount not exceeding ₹ 700 crore (Rupees Seven Hundred crore only) together with interest, costs, charges, expenses, remuneration of trustees and all other monies payable."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise and execute the documents between the Company on the one part and the Financial institution(s), Banks, and/ or individuals/ Institutions who may be appointed as the agents, trustees for the debenture holders, on the other part."

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

"RESOLVED that in supersession of the Special Resolution adopted at the 16th Annual General Meeting held on September 15, 2008 and pursuant to Section 186(3) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan to any other body corporate, or persons or to give guarantee or provide any security in connection with the loan or loans made by any bank or financial institution or co-operative society to the farmers who are suppliers of castor seeds to the Company and in connection with the facilities sanctioned/granted to other bodies corporate, or persons and also to invest in other bodies corporate from time to time and on such terms and conditions as the Board of Directors may deem fit, provided that the aggregate value of all loans, investments made, guarantee given or security provided shall not exceed ₹700 crores outstanding any one time."

**Registered Office:**  
701, Tower "A",  
Peninsula Business Park,  
Senapati Bapat Marg,  
Lower Parel (West),  
Mumbai 400 013.

Date : July 5, 2014

**By Order of the Board of Directors**  
For JAYANT AGRO-ORGANICS LTD

Dinesh Kapadia  
Company Secretary

#### Annexure to the Notice

#### The Explanatory Statement as required under Section 102 of the Companies Act, 2013.

##### Item No.1 & 2:

The Members of the Company at the Annual General Meeting of the Company held on September 15, 2008, approved by way of an Ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 borrowing any sums in excess of the limits specified under the Section upto an amount not exceeding ₹ 700 crore ( Rupees Seven Hundred crore only).

Further consent was also accorded at the Annual General Meeting of the Company held on September 15, 2008, by way of an Ordinary Resolution for creation of mortgage / charges/ hypothecation or otherwise in terms of Section 293(1)(a) of the Companies Act, 1956 on its movable and/ or immovable properties, the whole or substantially the whole of the undertaking(s) or any other assets of the Company (both present and future) in favour of the financial institutions/ Banks/ other lender(s)/ Trustees for a sum not exceeding ₹ 700 Crore ( Rupees Seven Hundred Crore only) .

However, as per the provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, notified effective from September 12, 2013 and based on the clarifications issued by Ministry of Corporate Affairs (MCA), the Board of Directors shall not borrow any sums of money in excess of the limits specified and/ or creation of security on assets of the Company, except with the consent of the members accorded by way of a Special Resolution.

Hence the resolution(s) passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to the borrowings and / or creation of security on assets of the Company, will require fresh consent of members by way of a Special Resolution.

It is therefore necessary for the Company to obtain Members' approval by way of special resolution(s) under Section 180(1) (c) and Section 180(1)(a) of the Companies Act, 2013 as set out in item No. 1 & 2 of the Notice of Postal Ballot.

The Board of Directors of your Company has approved this item in the Board Meeting held on July 5, 2014 and recommends the Resolutions as set out in the accompanying Notice for the approval of members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions

##### Item No.3:

The provisions relating to inter-corporate loans, investments to other body corporate and guarantee/security provided/to be provided to secure the loans to other body corporate was governed by Section 372A of the Companies Act, 1956 for which approval of the shareholders by way of postal ballot was secured on September 15, 2008 for an aggregate amount of ₹700 crores. However in view of enactment of the new Companies Act, 2013 it is thought desirable to seek fresh approval of the shareholders for existing as well as proposed making of an inter corporate loans, investments to other body corporate and guarantee/security to be provided to secure the loans to other body corporate under new section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

The Board of Directors of your Company recommends the resolution as set out in the accompanying notice for the approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

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Date : July 5, 2014

**By Order of the Board of Directors**  
For JAYANT AGRO-ORGANICS LTD

Dinesh Kapadia  
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## POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

### POSTAL BALLOT NO

1. Name and Registered address of the sole / First Named Member (in block letter) :
2. Name (s) of the Joint holder(s), if any (in block letter) :
3. Registered Folio No./DP ID-Client ID\* (\*Applicable to members holding Shares in dematerialised form) :
4. No. of Share(s) held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot/e-voting for the business stated in the Postal Ballot Notice of the Company dated July 5, 2014 by conveying my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution under Section 180 (1) (c) of the Companies Act, 2013 for approving the limits on borrowings			
2	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for providing security in connection with the borrowing of the Company.			
3	Special Resolution under Section 186(3) of the Companies Act, 2013 for making of inter-corporate loans, investments and/or providing guarantee and / or security.			

Place :

Date :

Signature of the Sole/First/Joint Member(s)

ELECTRONIC VOTING PARTICULARS		
EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Please read the instructions mentioned overleaf carefully before exercising the vote.

## INSTRUCTION

Member(s) can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. In case you are opting for electronic mode, then do not vote by physical ballot and vice versa. However, in case member(s) cast their vote both by physical ballot and electronic mode, then voting done through physical ballot shall prevail and voting done by electronic mode will be treated as invalid.

The Notice will be sent to all the Members, whose names appear on the Register of Members and / or list of Beneficial Owners as received from National Securities Depository Ltd (NSDL)/Central Depository Services (India) Ltd (CDSL) on Monday, July 7, 2014. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member as on July 7, 2014.

Electronic copy of the Postal Ballot Notice inter-alia indicating the process and manner of e-voting along with Postal Ballot Form is being sent to all the members whose email ID is registered with the Company/Depository Participant for communication purpose unless any member has requested for a hard copy of the same. Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form can download postal ballot form from company website [www.jayantagro.com](http://www.jayantagro.com) or seek duplicate postal ballot form. For members who have not registered their e-mail address, physical copy of the Notice of the postal ballot inter-alia indicating the process and manner of e-voting along with Postal Ballot Form is being sent in the permitted mode.

### PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his/her vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope before the close of working hours (5.30 p.m.) on or before August 22, 2014. Postage will be borne by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/registered post at the expense of the member, will also be accepted.
2. The self-addressed business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other Form or photo copy of the form is permitted. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified in Sl. No. 1 above.
4. This Postal ballot form should be completed and signed by the member or members. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named member and in his/her absence, by the next named member.
5. Incomplete, unsigned and incorrect postal ballot form will be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
6. In case the shares held by bodies corporate, trusts, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authorisation together with the attested specimen signature of the Authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution / Authorisation as mentioned in the Sl. No.6 above) along with the postal ballot form in the enclosed self-addressed business reply envelope addressed to the scrutinizer. If any extraneous paper is found in such envelope, it would be destroyed by the scrutinizer.
8. In case holders of Power of Attorney sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form. If the Power of Attorney has not been registered with the Company, the holders should enclose a certified copy of the Power of Attorney with the postal ballot.
9. Duly completed postal ballot forms should reach the Scrutinizer before the close of working hours (05.30 p.m.) on August 22, 2014. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.
10. Votes in a postal ballot cannot be exercised by a proxy.

### PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. The Company also offers e-Voting facility. Please see the instructions below for details.

#### (A) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and then open PDF file viz., "Jayant Agro-Organics Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL in the address bar: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- (iii) Click on "Shareholder" - "Login"
- (iv) Enter User ID and password as initial password noted in step (i) above. Click "Login".
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of "e-Voting" opens. Click on "e-Voting" icon and select "Active E-voting Cycles".
- (vii) Select "EVEN" (Electronic Voting Event Number) of Jayant Agro-Organics Limited.
- (viii) Now you are ready for "e-Voting" as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once the member has voted on the resolution, such member will not be allowed to modify their vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authorisation letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [vvchakra@gmail.com](mailto:vvchakra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) & [investors@jayantagro.com](mailto:investors@jayantagro.com)

#### (B) In case of members receiving Postal Ballot Form by post:

- (i) Initial password is provided below the Postal Ballot Form. Please check in the Postal Ballot Form.
  - (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) of item No. 1(A) above, to cast vote.
  - (c) In case of any queries, members may refer to the "Frequently Asked Questions (FAQs) for Members" and "e-voting user manual for Members" available at the "Download" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Telephone No: 022-24994600.
  - (d) If members are already registered with NSDL for e-voting, then they can use their existing user ID and password for casting the vote.
  - (e) Members can also update their mobile number and e-mail id in the user profile details which may be used for sending communication(s) regarding NSDL e-voting system in future.
2. The e-voting period commences on July 24, 2014 (09.00 am) and ends on August 22, 2014 (05.30 pm). During this period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. July 7, 2014 may cast their vote electronically.
- The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to modify it subsequently.