

**ARIES AGRO LIMITED**  
(CIN...L99999MH1969PLC014465)

Registered Office :  
ARIES House, Plot No. 24  
Deonar, Govandi(E),  
Mumbai -400 043.  
Phone No: 022 25529000  
[www.ariesagro.com](http://www.ariesagro.com)  
email: [investorrelations@ariesagro.com](mailto:investorrelations@ariesagro.com)

**POSTAL BALLOT NOTICE**

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), as amended from time to time, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable Rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) read with and subject to other applicable Laws and Regulations, the resolutions as set out in this Postal Ballot Notice are proposed to be passed by the Members of the Company ('Members') through Postal Ballot by remote *e-Voting* system ('remote *e-Voting*'/'*e-voting*') only.

The relevant Statement pursuant to Section 102 (1) of the Act, setting out the material facts concerning the resolutions proposed to be passed is annexed hereto.

The Company has appointed Ms. Shailashri Bhaskar, Practicing Company Secretary (Membership No. FCS-5778 and CP No. 5092) or in her absence Mr. A. Sekar, Practicing Company Secretary (Membership No. ACS-8649 and CP No. 2450) as the Scrutinizer. Accordingly, they would act as the Scrutinizer to scrutinize the Postal Ballot voting process in a fair and transparent manner.

In view of the COVID-19 pandemic, Ministry of Corporate Affairs *vide* various General Circulars has specified that the Postal Ballot notice can be sent by *e-mail* to the shareholders who have registered their *e-mail* addresses with the Company or Depository Participant/Depository and that the communication of assent or dissent of the members would only take place through remote *e-Voting* system. In compliance with the provisions of Sections 108 and 110 of the Act, Rules made thereunder and the aforesaid MCA Circulars, the Company is sending the Notice of the Postal Ballot only through electronic mode to those Members whose *e-mail* addresses are registered with the Company/R&TA/Depositories and has extended only remote *e-Voting* facility for its Members to enable them to cast their votes electronically on the resolutions. The Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote *e-Voting* system only.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website at [www.ariesagro.com](http://www.ariesagro.com), website of its Registrar & Transfer Agents viz; **Aarthi Consultants Private Limited** at [www.aarthiconsultants.com](http://www.aarthiconsultants.com) and websites of the Stock Exchanges *i.e.* National Stock Exchange of India Limited and BSE Limited.

Members desiring to exercise their vote(s) by remote *e-Voting* are requested to carefully read the instructions provided in the Notes forming part of the Postal Ballot Notice, under the section

‘Procedure and instructions relating to remote e-Voting’ and record their assent (FOR) or dissent (AGAINST) through remote e-Voting not later than 5:00 P.M. (IST) on Tuesday, 19<sup>th</sup> April, 2022, failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit her/his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of total votes cast for Postal Ballot. The results of the resolutions proposed to be passed by Postal Ballot would be declared on or before Wednesday, 20<sup>th</sup> April, 2022. The results declared along with the Scrutinizer’s Report will be sent to National Stock Exchange of India Limited and BSE Limited. The same will be available on the website of the Company at [www.ariesagro.com](http://www.ariesagro.com), **Aarthi Consultants Private Limited** at [www.aarthiconsultants.com](http://www.aarthiconsultants.com)), the Registrar & Transfer Agent of the Company (‘R&TA’) as well as the e-voting agency at [www.evotingindia.com](http://www.evotingindia.com) Central Depository Services (India) Limited (CDSL), websites of the Stock Exchanges *i.e.* National Stock Exchange of India Limited and BSE Limited and will also be displayed at the Registered Office as well as Corporate Office of the Company.

**Proposed resolutions:**

### **SPECIAL BUSINESS**

**1. To appoint Mr. Nrupang Bhumitra Dholakia (DIN: 06522711) as a Director of the Company**

To consider and if thought fit to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**: -

“**RESOLVED THAT** Mr. Nrupang Bhumitra Dholakia (DIN: 06522711), who was appointed by the Board of Directors as an Additional Director with effect from 9<sup>th</sup> February, 2022 and who holds Office up to the date of ensuing Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company.”

**2. To appoint Mr. Nrupang Bhumitra Dholakia (DIN: 06522711), as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from 15<sup>th</sup> March, 2022 up to 14<sup>th</sup> March, 2027.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013(“**Act**”) the Companies(Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015(“**Listing Regulations**”) as amended from time to time, Mr. Nrupang Bhumitra Dholakia (DIN 06522711), who was appointed as an Independent Director of the Company by the Board at their Meeting held on 15<sup>th</sup> March, 2022 and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director,

be and is hereby appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a term of five years commencing from 15<sup>th</sup> March, 2022 up to 14<sup>th</sup> March, 2027, and not liable to retire by rotation.”

**By Order of the Board**

Place: Mumbai

-Sd-

Date: 15<sup>th</sup> March, 2022

**Qaiser P. Ansari**  
**Company Secretary and Senior V.P.(Legal)**  
**Membership No. ACS-8979**

## NOTES:

1. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as at the close of business hours on Friday, 11<sup>th</sup> March, 2022 ('Cut-Off date'). Members as on the Cut-Off date would be entitled to vote for the purpose of Postal Ballot and a person who is not a Member as on the Cut-Off date should treat this Postal Ballot Notice for information purpose only. The Postal Ballot Notice is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Company/R&TA/Depositories. Postal Ballot Notice has been uploaded on the website of the Company at [www.ariesagro.com](http://www.ariesagro.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system) i.e. [www.evotingindia.com](http://www.evotingindia.com).
2. The Company's Registrar & Transfer Agent for its share registry (both physical as well as electronic) is **AARTHI CONSULTANTS PRIVATE LIMITED**, 1-2-285, Domalguda, Hyderabad – 500 029, Telangana, India, Tel : +91-40-27634445 / 27642217, Fax: +91-40-27632184, E-mail: [aries@arthiconsultants.com](mailto:aries@arthiconsultants.com) Website: [www.arthiconsultants.com](http://www.arthiconsultants.com).
3. **The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 1 to 2 of the Notice, is annexed hereto. Additional information, pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment is furnished in this Notice.**
4. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [investorrelations@ariesagro.com](mailto:investorrelations@ariesagro.com) upto 5(Five) days before the end of e-Voting.

## INFORMATION TO THE SHAREHOLDERS

5. Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings details of the Directors seeking appointment/re-appointment are given below:

<b>Particulars required</b>	<b>Information</b>
Name of the Director	Mr. Nrupang Bhumitra Dholakia (DIN 06522711)
Date of Birth	17 <sup>th</sup> August, 1991
Date of Appointment	15 <sup>th</sup> March, 2022
Expertise in specific functional areas	Experience in Corporate Laws
Qualifications	B. Com., LL.B., FCS, M.B.L
<b>Brief Resume:</b>	Mr. Nrupang Bhumitra Dholakia, aged 30 Years is a Fellow Member of the Institute of Company Secretaries of India, New Delhi (ICSI) and is also Whole - time Company Secretary in Practice. He has worked as a CS Management Trainee with Pfizer Limited and M/s Dholakia & Associates, Company Secretaries. He has over a decade of experience in the field of Corporate Law and has been associated with various

organisations across India for shaping up their legal regime and also helping these organisations setting up their base and structure in India. He also appears before Hon'ble National Company Law Tribunal and various statutory as well as quasi-judicial authorities across India. He is currently practising as a Whole - time Company Secretary.	
Relationship between Directors inter-se	NONE
Chairman/Member of the Committees of the Board of Directors of the Company.	NONE
Directorship in other Companies	1. Mruga Corporate Services Limited Non-Executive Director 2. Dholakia & Associates LLP Designated Partner
Membership of Audit Committee of other Public Limited Companies	NIL
Membership of any other Committee of other Public Limited Companies.	1. Chairman of Consultative Committee of Mruga Corporate Services Limited 2. Chairman of Share Allotment and Share Certificate Issuance Committee of Mruga Corporate Services Limited
Number of Shares held in the Company	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Background of Corporate Laws and Compliance: <i>He has over a decade of experience in the field of Corporate Law and has been associated with various organisations across India for shaping up their legal regime and also helping them setting up their base and structure in India. He also appears before Hon'ble National Company Law Tribunal and various authorities across India. Currently a Whole - time Company Secretary in Practice.</i>

6. The resolutions passed by the requisite majority by the Members through Postal Ballot shall be deemed to have been duly passed at a General Meeting convened in that behalf.
7. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, *i.e.* Tuesday, 19<sup>th</sup> April, 2022.
8. The remote *e*-Voting period commences on Monday, 21<sup>st</sup> March, 2022 at 9:00 a.m. (IST) and ends on Tuesday, 19<sup>th</sup> April, 2022 at 5:00 p.m. (IST). During this period, the Members holding shares in physical form or in dematerialized form, as on the Cut-Off date *i.e.* Friday, 11<sup>th</sup> March, 2022 may cast their votes by electronic means in the manner and process as set out herein below. The remote *e*-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
9. In case of Joint Holders attending the Meeting, only such Joint Holders who are higher in the order of the names will be entitled to vote.
10. **INSTRUCTIONS FOR REMOTE E-VOTING:**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically for the Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-Voting facility to all its Members.

During the voting period, Members can login to Central Depository Services (India) Limited (CDSL) e-Voting platform any number of times till they have voted on the resolutions. Once the vote on a resolution is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote(s) again.

#### 11. Procedure and instructions relating to remote e-Voting:

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy)



Bank Details	format) as recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <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.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant ARIES AGRO LIMITED on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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 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](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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorrelations@ariesagro](mailto:investorrelations@ariesagro). if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

12. Members holding shares in physical mode are requested to immediately notify change in their bank details, e-mail address, address/name, to **AARTHI CONSULTANTS PRIVATE LIMITED**, 1-2-285, Domalguda, Hyderabad – 500 029, Telangana, India, Tel : +91-40-27634445 / 27642217, Fax: +91-40-27632184E-mail: [aries@arthiconsultants.com](mailto:aries@arthiconsultants.com), Website: [www.arthiconsultants.com](http://www.arthiconsultants.com), quoting their Folio Number(s).
13. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/ name, *etc.* to their DPs only and not to the Company or **AARTHI CONSULTANTS PRIVATE LIMITED**. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
14. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to **AARTHI CONSULTANTS PRIVATE LIMITED**.
15. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company, in the nomination form (SH-13) and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.
16. Non-Resident Indian Members are requested to inform their respective DPs, immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. Members who have not registered/updated their e-mail address with **AARTHI CONSULTANTS PRIVATE LIMITED** /Company may write to [investorrelations@ariesagro.com](mailto:investorrelations@ariesagro.com) OR [info@arthiconsultants.com](mailto:info@arthiconsultants.com), if shares are held in physical mode or with their DPs, if shares are held in electronic mode, for receiving all future communications from the Company including Annual Reports, Notices, Circulars, *etc.* electronically.
18. Process for obtaining User ID and Password/Postal Ballot Notice for those Members whose e-mail ids are not registered:
  - I. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card by e-mail to [investorrelations@ariesagro.com](mailto:investorrelations@ariesagro.com) OR [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
  - II. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card to [investorrelations@ariesagro.com](mailto:investorrelations@ariesagro.com) OR [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
19. Notification of SEBI relating to transfer of equity shares held in physical form:

SEBI vide notification dated June 8, 2018 amended Regulation 40 of Listing Regulations, which came into force with effect from April 1, 2019. Accordingly, effective April 1, 2019 except in cases of transmission or transposition, transfer of securities of Company cannot be processed unless the securities are held in dematerialized form with a depository. SEBI vide its circular dated 25<sup>th</sup> January 2022 has advised that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022) while processing the following service request:

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal / Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division / Splitting of securities certificate;
- vi. Consolidation of securities certificates/folios;
- vii. Transmission;
- viii. Transposition;

The Members are requested to take note of the same and may consider dematerialization of physical shares held by them to avoid inconvenience in future.

**By Order of the Board**

Place: Mumbai

Date: 15<sup>th</sup> March, 2022

-Sd-

**Qaiser P. Ansari**  
**Company Secretary and Senior V.P.(Legal)**  
**Membership No. ACS-8979**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No. 1**

At the meeting of the Board of Directors held on 15<sup>th</sup> March, 2022, Mr. Nrupang Bhumitra Dholakia (DIN: 06522711) was appointed as an Additional Director with effect from 15<sup>th</sup> March, 2022, to hold office till the date of the ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a Member under the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

Mr. Nrupang Bhumitra Dholakia is son of late Mr. B. V. Dholakia.

The Nomination and Remuneration Committee and the Board of Directors are confident that he will be of great value to the Company and hence recommend the resolution for your approval as set out under item No. 1 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolution except Mr. Nrupang Bhumitra Dholakia, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board of Directors of your Company recommends the resolution as an **Ordinary Resolution** for approval under Item No. 1.

### **Item No. 2**

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Nrupang Bhumitra Dholakia was appointed as an Independent Director of the Company, not liable to retire by rotation, by the Board of Directors at their Meeting held on 15<sup>th</sup> March, 2022 for a term of 5 (five) consecutive years with effect from 15<sup>th</sup> March, 2022 up to 14<sup>th</sup> March, 2027, subject to the approval of the Members by way of Special Resolution. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Nrupang Bhumitra Dholakia for the office of Director.

Mr. Nrupang Bhumitra Dholakia is son of late Mr. B. V. Dholakia.

Mr. Nrupang Bhumitra Dholakia fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management.

The Company has received from Mr. Nrupang Bhumitra Dholakia (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**'Listing Regulations'**) and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr. Nrupang Bhumitra Dholakia as an Independent Director of the Company a term of 5 (five) consecutive years with effect from 15<sup>th</sup> March, 2022 up to 14<sup>th</sup> March, 2027, is being placed before the Members for their approval by way of a Special Resolution. Mr. Nrupang Bhumitra Dholakia, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Nrupang Bhumitra Dholakia is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. A copy of the draft letter of appointment of Mr. Nrupang Bhumitra Dholakia as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the last date of the Postal Ballot.

The profile and specific areas of expertise of Mr. Nrupang Bhumitra Dholakia are provided elsewhere in this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nrupang Bhumitra Dholakia, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 2 for the approval of the Members.

**By Order of the Board**

Place: Mumbai

Date: 15<sup>th</sup> March, 2022

-Sd-

**Qaiser P. Ansari**  
**Company Secretary and Senior V.P.(Legal)**  
**Membership No. ACS-8979**