

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
email: investorrelations@ariesagro.com

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), as amended from time to time, read with Rules 20 and 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), pursuant to Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, read with and subject to other applicable Laws and Regulations, including MCA and SEBI Circulars with respect to electronic Postal Ballot, the resolution 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 Explanatory Statement pursuant to Section 102 (1) of the Act, setting out the material facts concerning the resolution proposed to be passed is annexed hereto.

The Company has appointed M/s MSDS & Associates, Firm of Company Secretaries, through its Partner, Ms. Meghna Mehul Shah, Practicing Company Secretary (Membership No. FCS-9425 and CP No. 9007) 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 conduct and scrutinize the Postal Ballot e-Voting process in a fair and transparent manner.

The 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 resolution. 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, website of its Registrar & Transfer Agents viz; **Aarthi Consultants Private Limited** at 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 Saturday, 22nd March, 2025, 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 resolution proposed to be passed by Postal Ballot would be declared on or before Tuesday, 25th March, 2025. The result 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, **Aarthi Consultants Private Limited** at www.aarthiconsultants.com), the Registrar & Transfer Agent of the Company ('R&TA') as well as the *e-voting* agency at 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 resolution:

SPECIAL BUSINESS

1. To appoint Mr. Ramamurthy Sundaresan (DIN-00540033) as a Director, Non-Executive and Non-Independent, of the Company

To consider and if thought fit to pass the following resolution as an Ordinary Resolution: -

“RESOLVED THAT Mr. Ramamurthy Sundaresan (DIN-00540033), who was appointed by the Board of Directors as an Additional Director, Non-Executive and Non-Independent, with effect from 14th February, 2025 and who holds Office up to the date of the ensuing General Meeting and 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, Non-Executive and Non-Independent, and also recommended by Nomination and Remuneration Committee and the Board of Directors, be and is hereby appointed as a Director, Non-Executive and Non-Independent, of the Company, liable to retire by rotation.”

By Order of the Board

Place: Mumbai

Date: 13th February, 2025

Qaiser P. Ansari
Company Secretary and Compliance Officer
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, 14th February, 2025 ('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. 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 and 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.
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 / 27638111, Fax: +91-40-27632184, E-mail: aries@arthiconsultants.com Website: www.arthiconsultants.com.
3. **The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting our material facts concerning the business under Item Nos. 1 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 upto 5(Five) days before the end of e-Voting.

INFORMATION TO THE SHAREHOLDERS

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 at the forthcoming Annual General Meeting are given below:

Particulars required	Information
Name of the Director	Mr. Ramamurthy Sundaresan
DIN	00540033
Date of Birth	26 th April, 1953
Nationality	Indian
Date of First Appointment	N.A.
Nature of Expertise in specific functional areas	Finance, Accounts, Commercials and Administration etc.
Qualifications	B. Com., ACA
Brief Resume:	Mr. Ramamurthy Sundaresan a graduate in Commerce discipline and a qualified Chartered Accountant, from the Institute of Chartered Accountants of India, has about 46 years of experience in Accounts, Finance, Taxation and Administration, He has been associated with Aries Agro Group for over 29 years responsible for Accounts, Finance and

Taxation. He was also a Compliance Officer during the Public Issue in 2008.	
Prior to joining Aries Agro, he was Vice President (Finance & Accounts) with Micro Plantae Limited, Mumbai.	
Relationship between Directors inter-se	None
Chairman/Member of the Committees of the Board of Directors of the Company.	None
Directorship in other Companies	Aries Marketing Limited- Director Mirabelle Agro Manufacturing Private Limited- Whole time Director (Director-Commercial)
Names of Listed Entities in which Mr. Ramamurthy Sundaresan is a Director and holds the Membership of Committees of the Board. Names of other Companies in which Mr. Ramamurthy Sundaresan is as Director Names of the Listed Companies from which Mr. Ramamurthy Sundaresan has resigned in the past three years)	None Aries Marketing Limited- Director Mirabelle Agro Manufacturing Private Limited- Whole time Director (Director-Commercial) None
Chairman/Membership of Audit Committee of other Public Limited Companies	None
Chairman/Membership of any other Committee of other Public Limited Companies	None
Number of Shares held in Aries Agro Limited including Beneficial Interest	3,500
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Background of Leading and Managing Medium Size Corporations and Understanding of the Business Environment, Complex Business Processes, Strategic Planning, Risk Management, and experience in driving growth: He has been associated with Aries Agro Group for over 29 years responsible for Accounts, Finance and Taxation. He was also a Compliance Officer during the Public Issue in 2008.
Terms and Conditions of appointment and Remuneration, if any.	Appointment as a Non-Executive, Non-Independent Director. Sitting Fee for attending the Board Meetings and Committee Meetings(if any).
Number of Board Meeting attended	Not Applicable

5. The resolution 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.
6. The resolution, if approved, shall be deemed to have been passed on the last date of voting, *i.e.* Saturday, 22nd March, 2025.
7. The remote *e*-Voting period commences on Friday, 21st February, 2025 at 9:00 a.m. (IST) and ends on Saturday, 22nd March, 2025 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, 14th February, 2025 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.

8. 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.

9. **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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their Demat Accounts/ websites of Depositories/ Depository Participants**. Demat Account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

During the voting period, Members can login **through their Demat Accounts/ websites of Depositories/ Depository Participants** e-Voting platform any number of times till they have voted on the resolution. 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.

10. **Procedure and instructions relating to remote e-Voting:**

Step 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

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
----------------------	--------------

<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL Website www.cdslindia.com and click on Login icon and New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL Web Site www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants(DP)	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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Step 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • 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.

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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 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.
 - 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 will be mapped automatically & can be delinked in case of any wrong mapping.

- It is mandatory that, 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 mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 21 09911.

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 or call at Toll Free No. 1800 21 09911.

11. 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 / 27638111, Fax: +91-40-27632184E-mail: aries@arthiconsultants.com, Website: www.arthiconsultants.com, quoting their Folio Number(s).
12. 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.
13. 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** .

14. 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.
15. 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.
16. Members who have not registered/updated their e-mail address with **AARTHI CONSULTANTS PRIVATE LIMITED** /Company may write to investorrelations@ariesagro.com OR 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.
17. 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 OR 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 OR info@arthiconsultants.com.
18. 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 25th 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: 13th February, 2025

Qaiser P. Ansari
Company Secretary and Compliance Officer
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 13th February, 2025 Mr. Ramamurthy Sundaresan (DIN-00540033), was appointed as an Additional Director, Non Executive and Non Independent, with effect from 14th February, 2025, 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. Ramamurthy Sundaresan is the Member of the Institute of Chartered Accountants of India and is currently the Wholetime Director in the Wholly Owned Subsidiary M/s. Mirabelle Agro Manufacturing Private Limited.

Mr. Ramamurthy Sundaresan is having rich experience of nearly 46 years in the field of Finance, Accounts, Taxation, Commercials and Administration etc. He has served in the Company for 24 years. He was appointed as Vice President-Finance and Accounts in October, 1995 and was promoted as Chief Financial Officer(CFO) in July, 2006. At the time of his retirement on health grounds in November, 2019 he was holding the position of President and Chief Financial Officer(CFO).

Later he was appointed as a Wholetime Director in the Wholly Owned Subsidiary M/s. Mirabelle Agro Manufacturing Private Limited from May, 2021 and is designated as Director-Commercial. He is also a Director in M/s. Aries Marketing Limited (a Group Company of Aries).

He has in depth knowledge of the Company and its operations. His appointment will be in the interest of the Company and will help the Company grow its business and also to help the Board of Directors to effectively function.

The Nomination and Remuneration Committee has verified that Mr. Ramamurthy Sundaresan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and is also not debarred by the Securities and Exchange Board of India from holding the office of Director. He has given his Consent to act as a Director. The Company has also received Consent and other Declarations from him and he meets with the criteria as prescribed under Companies Act 2013 and under Listing Regulations.

Hence the Nomination and Remuneration Committee strongly felt that Mr. Ramamurthy Sundaresan who is the member of the Institute of Chartered Accountant of India and also the Wholetime Director in M/s. Mirabelle Agro Manufacturing Private Limited and Director in M/s. Aries Marketing Private Limited suits to fit replacement to Dr. Jimmy Mirchandani, former Non-Executive and Non-Independent Director, who passed away on 26th January, 2025.

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 Ordinary 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. Ramamurthy Sundaresan, 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.

By Order of the Board

Place: Mumbai

Date: 13th February, 2025

Qaiser P. Ansari
Company Secretary and Compliance Officer
Membership No. ACS-8979